# TEENAGE MUTANT NINJA TURTLES II

by

Todd W. Langen

**FOR EDUCATIONAL PURPOSES ONLY**

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TEENAGE MUTANT NINJA TURTLES II

FADE IN:

1 EXT. MANHATTAN - NIGHT - ESTABLISHING MONTAGE 1 *

TILT DOWN from the marquees of Broadway to see patrons buying and eating the common `slice'. More munching in the congestion of Times Square and Columbus Circle. Even in front of the stately Plaza Hotel, a coachman in a horse-drawn carriage finds satisfaction in a steamy wedge.

Pizza. Pizza seems to fuel the city. Pizza found around nearly every corner in the local

2 EXT. PIZZERIA - NIGHT 2

where a CACOPHONY of activity greets eye and ear. Customers armed with slices mingle with passersby while windowfront Mozzarella Technicians toss dough to the beat of a BOOMBOX inside of

3 INT. PIZZERIA - NIGHT 3

where a cardboard lid closes down on a piping hot pie, fresh from the oven. The PARLOUR OWNER lifts four large pizza boxes and shouts above the ROAR of the radio:

PARLOUR OWNER
Keno! Yo, Keno!

At the toppings counter, a teenaged youth hones his manual dexterity by rolling a slice of pepperoni over his knuckles. A third SHOUT gets his attention, and KENO devours the pepperoni before turning to the owner.

PARLOUR OWNER
Saddle up. We got another order for that O'Neil lady.

KENO
Are you kiddin' me? Again? She oughtta be buyin' it wholesale. *

PARLOUR OWNER
Get goin'.

Keno takes the stack of pizzas and heads outside the

4 EXT. PIZZERIA - NIGHT 4

where his scooter awaits him at the curb - along with several teenaged girls, admiring the machine. Keno grins, placing the pizzas inside a portable vinyl warmer.

(CONTINUED)

4 CONTINUED: 4

KENO
(arrogant)
So, which one of you lucky girls gets a ride tonight?

TEENAGE GIRL
Dream on, Dweeb.

The girls walk away.

KENO
Yeah, well, when I do, I'll dream of something thinner.

And as Keno kickstarts the scooter and takes off down the street

5 EXT. APRIL'S APARTMENT BUILDING - (LATER THAT) NIGHT 5

where Keno pulls up, dismounts, and moves around to the warmer. He hefts the pies while reading a slip of paper:

KENO
(shaking head)
April O'Neil...

But a suspicious BANGING draws his attention across the street, where a darkened mall stands closed after hours.

And as a curious Keno steps toward the mall with the pizza warmer in hand

6 INT. MALL - (MINUTES LATER THAT) NIGHT 6

where a pair of stocking-masked thugs carry boxes out of an electronics store. They stiffen at the sound of a voice:

KENO (O.S.)
All right, hold it! You guys are under arrest!

The thugs slowly turn to see Keno, still holding the pizzas. They relax. Grins form under their masks.

THUG #1
What are you, night security? *

KENO
(re: pizza)
Well, no, actually I'm... pizza delivery...

Chuckling, the thugs drop their boxes and then suddenly rush forward to attack, taking Keno by surprise.

(CONTINUED)

6 CONTINUED: 6

But the thugs are in for a surprise of their own when Keno drops the pizza boxes and proceeds to flatten them with a series of swift, flashy martial arts moves. In seconds, the youth stands over their unconscious forms:

KENO
Did I mention I study martial arts?

But his cockiness quickly evaporates when the rest of the stocking-masked thugs appear from various stores - an entire platoon of them. Keno takes up a ready stance as they approach, but the boy's in deep trouble now, and he knows it:

KENO
(feebly)
Help?

But to Keno's surprise, the thugs stop their approach as if taken aback. They actually start to retreat. And before the boy can figure out what's going on, a rousing SCREAM from behind him announces the arrival of the

7 TEENAGE MUTANT NINJA TURTLES 7

who leap over the boy's head with weapons drawn, ready for action, and

FREEZE FRAME - MAIN TITLE

before the Turtles come down, one by one, each taking out a thug in the process:

LEONARDO
Awesome!

BANG!

RAPHAEL
Wicked!

SMACK!

DONATELLO
Eclectic!

THUNK!

MICHAELANGELO
Eclectic...?

Distracted, Michaelangelo leaps SMACK into a fist.

(CONTINUED)

7 CONTINUED: 7

Meanwhile, Raphael throws a drop cloth over Keno before the boy has a chance to fully register what's happening around him:

KENO
Hey...!

RAPHAEL
Sorry, kid - it's for your own good!

He ties a rope around Keno and sets him in a trash basket for safe keeping.

The fight ignites around them. Mike and Don face off against two stocking-masked thugs, who swing wildly.

MICHAELANGELO
Boy, I really hate it when guys wear panty hose.

DONATELLO
(to thug)
You know, you should try Sheer Energy - make your face feel less tired at the end of the day.

In unison, they flatten the thugs with their nunchukus and bo (ninja staff), respectively.

A short distance away, Raphael takes down three at once and then shouts to Leo:

RAPHAEL
Man, this is too easy!

LEONARDO
(an idea)
Hey! Splinter says the true ninja is a master of his environment! Stow your weapons!

RAPHAEL
I'm game!

The Turtles stow their weapons, including

MICHAELANGELO

who has been backed into a Hickory Farms type of store by several thugs.

(CONTINUED)

7 CONTINUED: 7

MICHAELANGELO
Great. These guys have clubs and I've got cold cuts...

Mike spots something and reaches out just as the thugs attack. But they're in for a surprise when he starts beating them back with a string of hot dogs, which he whirls like a set of nunchukus.

The last thug falls, and Mike looks at the impromptu weapon.

MICHAELANGELO
Good thing it was hard salami.

Meanwhile, Donatello is pursued into

8 A TOY STORE 8

where he defends himself with the only thing he can find - a yo-yo. He disarms one thug with a standard "shoot the loop", then takes down several more who have formed a circle about him with "around the world". The yo-yo SNAPS back into his palm, and Donatello looks at the label:

DONATELLO
"Safe for indoor use"...

And at a nearby

9 SPORTING GOODS STORE 9

Leonardo and a particularly mammoth thug both pick up tennis racquets and face one another:

LEONARDO
Your serve...
(thug swings and misses)
Love-fifteen.
(another miss)
Love-thirty. Keep your elbow stiff...
(another miss)
No-no, follow through more - love-forty...

By now the huge thug is really getting irritated and loads up for a vicious swing - which he again misses. Leo then lowers his own racquet and actually steps forward as if the match were over.

LEONARDO
That's game.

(CONTINUED)

9 CONTINUED: 9

(sighing;
offering hand)
Well, look, you gave it your
best shot...

Confused, the thug instinctively takes Leo's hand - at which point Leo breaks his own racquet over the thug's head. He looks down at the unconscious behemoth:

LEONARDO
(incredulous)
Rent a brain cell!

Meanwhile, in another part of the store, Raphael is playing a little game of his own. He dribbles a basketball before a thug, then doubles him over with a hard pass to the midsection. Using a gymnast's trampoline, the Turtle then launches the thug toward a basketball net - burying the shot:

RAPHAEL
(sports
announcer)
...three, two, one... Yes!
(raising arms)
There it is! Raphael wins it!
The crowd goes wild!
(makes crowd
noise)
They name a sneaker after him!
He demands a new contract...!

And back outside in

9A THE MALL

Michaelangelo chases down a few more thugs while bouncing along on a pogo stick:

MICHAELANGELO
Po-go, po-go, po-go...!

He passes by the trash basket where

KENO

continues his struggle to free himself - and finally succeeds. The boy throws off the drop cloth and takes in the sight of

THE TURTLES

a distance away, still engaged in combat, with Michaelangelo leading the assault on his pogo stick.

(CONTINUED)

9A CONTINUED: 9A

Keno's eyes widen. But he's too stunned to move as the fight converges around him. And with Keno to protect, the Turtles become all business. The last four thugs quickly and simultaneously fall - leaving the boy facing off against the four heroes in a half shell.

And with the stark green reality of the situation now staring him smack in the face, Keno can hardly speak:

KENO
Who...? Wha...? Wher...?
Ha...?

DONATELLO
(on fingers)
Let's see, that leaves "why"
and "when", doesn't it?

MICHAELANGELO
Good thing we came to see what
was taking you so long to
deliver our...

Leonardo gives him an elbow.

MICHAELANGELO
I mean, to deliver April's...
(another elbow;
childlike)
Ow-oo...

RAPHAEL
(tired of this)
Look, kid, go find a phone.
Call the police. We'll start
tyin' `em up.

KENO
But...

RAPHAEL
(pushing him
along)
Yeah, yeah, but, good, go.

And as the boy starts away, then hastens to a run

10 EXT. PHONE BOOTH - (A MINUTE LATER THAT) NIGHT 10

as Keno finishes his call.

KENO
Yeah, an' hurry up - there's a
ton of these guys! `Kay-bye.

(CONTINUED)

10 CONTINUED: 10

He takes off running again to return to

11 INT. MALL - NIGHT 11

but the Turtles are no longer there. And Keno can hardly believe what he sees:

12 THE THUGS 12

already tied up - and hanging like ornaments from the mall's ceiling.

Keno's amazement is broken by something that catches the corner of his eye:

13 THE PIZZA WARMER 13

empty, lying nearby. He walks over and looks inside, finding money to pay for the missing pizzas.

And as Keno takes out the cash and looks back up at the thugs in open-mouthed bewilderment

CUT TO:

13A EXT. APRIL'S APARTMENT BUILDING - NIGHT 13A

as APRIL O'NEIL steps out of a cab, home from work. She moves toward an intercom entryway where a couple of hip, fashionable Soho artists are exiting the building.

SOHO MAN
Heyyyy, our new upstairs neighbor - how're things in the action news biz, A-prel?

APRIL
(hard day's work)
Well, pretty tiring, mostly.

SOHO WOMAN
Well, girl, if you'd cut back on the heavy-duty aerobics - all that jumpin' an' yellin' all the time...

APRIL
Jumping and...?
(remembering something)
Oh, right, my aerobics. Right. I'll do that.

And as the couple moves inside, and April steals a glance upward

14 14 *

INT. APRIL'S APARTMENT - NIGHT

a nice, upscale dwelling - but the place is a mess. And not just because April's still moving in, but because she's sharing the space with four teenagers whose prior home was a sewer. *

April enters, looks over the dishevelment, and sighs. She then begins straightening up the living room, mentioning the culprit's name in each case: *

APRIL
(throwing loose tools into a box)
Donatello...
(moving a chair)
Leonardo...
(gathering comic books)
Raphael...
(discovering an empty pizza box)
Michaelangelo...

She looks over the room, where she's barely made a dent.

APRIL
(shaking head)
The rat's the cleanest one.

She takes the pizza box into the kitchen.

At the same time, the Turtles enter the apartment through a window in the living room, each carrying a pizza box:

LEONARDO (blue mask, katana (ninja swords)): The somewhat stiff and formal, unofficial leader Turtle. DONATELLO (purple mask, bo (ninja staff)): The shy, innocent gadget whiz. MICHAELANGELO (orange mask, nunchukus): The rock an' roll, life's a party Turtle. RAPHAEL (red mask, sais (ninja daggers)): Mr. Intensity with a New York accent.

They immediately proceed to un-straighten everything April's just straightened.

MICHAELANGELO
Primo workout, dudes!

LEONARDO
Mu-i primo, bros.

RAPHAEL
Max-amundo.

(CONTINUED)

April, having observed her work being undone, steps in from the kitchen.

APRIL
Hey, guys.

RAPHAEL
Yo, April. What-it-is.

DONATELLO
We brought dinner.

APRIL
(forcing a smile)
Pizza. Again.

Donatello opens one of the boxes, but Mike stops him.

MICHAELANGELO
(reverent)
Please. A moment to reflect...

MIKE AND DON
(inhaling deeply)
Ahhhhh...

MICHAELANGELO
(time's up)
Okay.

They tear into the pizza with glee.

RAPHAEL
Yo, Mikie, toss me a slice.

APRIL
Uh, Mike, be care...!

Before she can finish, the slice goes sailing through the air - toward a pristine white piece of furniture. But Raphael's sai appears at the last second and neatly skewers the slice, saving the upholstery. April covers her eyes.

APRIL
...ful.

Still carrying the slice, Raphael leaps over the couch at Leo, also carrying a slice. They spar around the apartment while April makes a relevant inquiry:

APRIL
So, any luck finding a new place to live yet?

(CONTINUED)

14 CONTINUED: 14

DONATELLO
Nah, not really. It's hard to find good subterranean housing.

RAPHAEL
(still sparring)
We could always go back to the sewer den.

LEONARDO
Yeah, right, Raph. It's a little tough when about 500 members of the Foot clan know where you live.

RAPHAEL
What, we kicked their butts, they're all in jail. `Sides, we took out the Shredder - what's everybody so worried about?

LEONARDO
No, Splinter took out the Shredder.

Raphael goes over to the open window to act out Shredder's demise.

RAPHAEL
Yeah, I was there, Leo, remember? Shred did a swan dive with a half gainer into the back of a garbage truck...
(leaning out window)
Aggghhh...!!

SPLINTER (O.S.)
Raphael!

Raphael looks up to see

SPLINTER

the Turtles' aging, arthritic ninja master - and four foot rat - standing at the rail of the second story loft.

SPLINTER
(angry)
Come away from there.

(CONTINUED)

14 CONTINUED: 14

RAPHAEL
(sheepish)
Jeez, I was just...

SPLINTER
(vehement)
Never forget who you are. You are Ninja. You must always practice the art of invisibility. All of you.

RAPHAEL
(a little less sheepish)
Well, I don't get it. I mean, why? We saved the city - why can't we just, you know...

Raphael gives a frustrated shrug to complete his question.

SPLINTER
(sighing)
Stand before me, my sons.

The Turtles gather beneath their master.

SPLINTER
For fifteen years you have been confined below. Now the outside world beckons your teenage minds.

A couple of the Turtles lower their eyes. It's true.

SPLINTER
(looking off)
But they could never understand...
(beat)
Their world can never be... ours.

Michaelangelo raises a tentative hand. He looks stricken.

MICHAELANGELO
Not even pizza?

This breaks the tension. Splinter and the others smile.

SPLINTER
Pizza's okay.

(CONTINUED)

14 CONTINUED: 14 *

MICHAELANGELO
(tapping his chest)
Man, give a guy a heart attack...

They return to eating, pulling slices from a box.

APRIL
Here, let me get you guys some napkins...

MIKE AND RAPH
(mouths full; holding gooey slices)
Wha' for?

April massages Excedrin Headache #30.

SPLINTER
Take heart, child. We will not be here much longer.

APRIL
Oh, no, no - you guys can stay...
(swallows)
...as long as you want.

RAPHAEL
Hey, cool, I kinda like...

SPLINTER
No. We do not belong here. Above.

LEONARDO
Yes, Master Splinter.

While Splinter turns away, Raphael does a mealy-mouthed imitation for Leo's benefit:

RAPHAEL
"Yes, Master Splinter."

Leo gives Raph a chuck on the shoulder, which Raph returns. One upsmanship ensues before Splinter intervenes:

SPLINTER
Hai!
(the chucking stops)
Ten flips - <u>now</u>.

(CONTINUED)

14 CONTINUED: 14 *

Leo and Raph look at each other, then begin their punishment - turning backflips in place:

LEO AND RAPH
One... two... three...

Splinter watches them while moving toward the window.

SPLINTER
Such energy is wasted.
Remember, the true Ninja is a master of all things. A master of his environment. A master of <u>himself</u>.
(at the window)
Focus your thoughts on where we must go...
(looks out window)
And leave the Shredder buried...

And as the rat continues to stare out the window

CUT TO:

15 EXT. LANDFILL - NIGHT 15

visited by the last of the swingshift garbage trucks that drop their loads into the vast pit below. Solitary floods illuminate the pit, creating a landscape of light and shadow.

THE SHOT SLOWLY TIGHTENS on a particular patch of refuse, until individual objects can be discerned. The only sound is the vigilant chorus of CRICKETS. All else is still...

...until the patch begins to move. Something beneath is stirring, and finally becomes visible: A finger, then a hand, a wrist and a forearm - clawing their way through the surface as if reaching for the light.

And as the arm rotates in its struggle, the light suddenly glints off a row of twisted ninja spikes:

The Shredder lives!

TIME CUT TO:

16 & 17 OMITTED OMITTED 16 & 17

18 18

EXT. LANDFILL - (LATER THAT) NIGHT

where a lone, dark figure has extricated himself from the garbage and now stands in the shadow of a tall mound. His clothing is tattered, his armour bent and twisted, his face unseen. But his silhouette is enough to know: This is THE SHREDDER.

He cradles his left hand in his right, then takes a step forward - but staggers, catching and pulling himself upright. He stares off at the city lights in the distance.

And at his side, his good hand closes into a fist. The fingers dig into his flesh. And as the hand begins to tremble with its exertion

CUT TO:

19 EXT. JUNKYARD - NIGHT - ESTABLISHING 19

a mountainous landscape of metallic scrap.

20 INT. JUNKYARD BUILDING - NIGHT 20

a ramshackle enclosure with grimy windows, where about a dozen members of THE FOOT - their hooded black dogis torn and tattered - mill about in a cluster. Obviously, they're not <u>all</u> in jail.

FOOT #1
Is this it?

FOOT #2
Everybody else must've been picked up.

FOOT #1
Maybe they couldn't find us.

FOOT #2
We <u>all</u> knew the junkyard was our fallback spot...

TATSU (O.S.)
<u>Nngghh</u>hhh.

The Foot turn to see TATSU - the Shredder's ninja bulldog - standing before them. They snap to attention. Tatsu addresses them as best he can in his own heavily-accented, guttural way. To lend emphasis to his limited vocabulary, Tatsu occasionally smashes something in the room while talking.

TATSU
Our father... gone! Nggh!

(CONTINUED)

20 CONTINUED: 20

(smashes a sawhorse)
They... will pay! Aiee!
(smashes a table)
I, Tatsu, now lead. Let any who challenge... step forward!

His hand comes down for a final smash, but another hand flashes out and catches it with a SMACK, stopping all motion.

SHREDDER (O.S.)
(his voice still deep and ghastly)
I challenge...

The Shredder, face unseen, has silently appeared from the shadows, stopping Tatsu's fist. The Foot recoil, almost in horror:

FOOT #1
His face...

Even the hardened Tatsu is taken aback. His eyes grow wide.

TATSU
Master Shredder...

TIME CUT TO:

21 INT. JUNKYARD BUILDING - (LATER THAT) NIGHT 21

where Tatsu watches the Shredder, his face still unseen, grind down the edges of another helmet. SPARKS fly while they talk.

SHREDDER
Select the best man from those that remain. I want him to follow the reporter. She is the key to finding the...
(spitting the word)
...creatures that did this to me.

TATSU
Yes, Master.

Tatsu broaches the next subject very carefully.

(CONTINUED)

TATSU
And next, Master? We rebuild the Foot?

SHREDDER
No. There is only one thing next...

The Shredder presses particularly hard on the final grind, lifts the helmet with his good hand, then places it over his head while turning FULL FRONT for the first time. He looks even more sinister than before.

CLOSE ON - HIS EYES

whose surrounding flesh gives only a hint of what the mask must now hide. The eyes narrow.

SHREDDER
...revenge.

CUT TO:

22 EXT. TOXIC WASTE SITE - (THE NEXT) DAY - ESTABLISHING 22

somewhere in New Jersey, of course. Several workers in jumpsuits and hardhats work around trucks and digging equipment. All display a company logo with the initials "T.G.R.I."

23 EXT. INTERVIEW AREA OF WASTE SITE - DAY 23

where April, surrounded by her crew, leads off an interview.

APRIL
...and in this day and age of ecological abuse, it's nice to find a company that's doing something to help.
(turning)
Joining me on the final day of their cleanup efforts is Techno-Global Research Industries spokesman Professor Jordon Perry. Good afternoon, Professor. *

T.G.R.I. spokesman PROFESSOR JORDON PERRY, dressed in logoed jumpsuit and hardhat, steps into view. *

PROFESSOR
(cheerful)
Good afternoon, Ms. O'Neil.

23 CONTINUED: 23

An almost childlike sense of wonder belies the Professor's advancing years. He commands an air of quirky bemusement.

APRIL
Professor, perhaps you can tell us why T.G.R.I. has finally decided to remove the waste it's been burying here for years.

PROFESSOR
(conversational)
Now, should I try to keep my answers succinct, or will you be able to edit later on just in case I begin to ramble, which, unfortunately, I have a habit of...

April can't help but grin at the Professor's polite, if misplaced, charm.

APRIL
Uh, Professor, we're live...

PROFESSOR
(caught by the camera)
Right. Well. To answer your excellent question...

24 INT. APRIL'S APARTMENT - CONTINUOUS - DAY 24

where the Turtles watch April's report on TV while munching on a variety of LOUD CRUNCHY SNACKS. Splinter also * watches, oddly unconcerned about the Turtles' antics.

RAPHAEL
Man, who is this spas-matic?

DONATELLO
Hey, give the guy a break. He's a scientist.

RAPHAEL
Yeah. Fascinating. Isn't Oprah on?

LEONARDO
Just leave it. We're watching April.

PROFESSOR (V.O.)
...our organization has always been concerned with the welfare of the community we serve. Indeed, T.G.R.I. is part of the community. Now, yes, we have been depositing certain waste material - non-toxic, of course - at this particular site for years. But we now have more efficient ways of dealing with this waste, and so - at our own expense - T.G.R.I. has elected to remove these

(CONTINUED)

(irked)
Hey, Mike, you think you could crunch any louder?
(re: an ear)
I can still hear out of this one.

byproducts from the environment and dispose of them in an ecologically more suitable way.

Just for that, Mike leans in and crunches one right in Raphael's face, trying to get to his other ear. Raphael pushes him away.

RAPHAEL
Come on, let's change this. Maybe somebody's got somethin' on our fight last night...

He reaches for the remote control, but is stopped when a weathered old cane crosses his wrist:

SPLINTER
(intense)
Do not change the channel.

Surprised, the Turtles turn to see Splinter staring at the screen, obviously disturbed by something.

And as the rat continues to study the TV, where T.G.R.I. logos are prominent

25 EXT. INTERVIEW AREA OF WASTE SITE - CONTINUOUS - DAY 25

where the report is about to conclude.

PROFESSOR
And that's really about all there is to it, Ms. O'Neil.

APRIL
Thank you. Professor Jordon Perry.
(signing off)
Reporting live from Bayonne, New Jersey, this is April O'Neil, Channel Three Eyewitness News.

A crew member gives her the clear signal, and April lowers her microphone. She looks off at some of the digging, and her eyebrows slightly knit.

APRIL
Professor, would you mind if I asked a few followup questions?

25 CONTINUED: 25

PROFESSOR
Not at all.
(immediate look at watch)
Oh-drat. Perhaps another time, Ms. O'Neil. A pleasure... *

He departs at a hurried gait. April exchanges a look with a young assistant, FREDDY, who coils some cable.

APRIL
(re: interview)
Enjoying your first day, Freddy?

FREDDY
What were you going to ask?

APRIL
(looking after the Professor)
Well...
(shakes it off)
I don't know.

She exits, patting his shoulder, making a joke.

APRIL
Don't worry about it. I'm paid to be suspicious.

And as Freddy stares after the Professor and lowers his cable.

26 EXT. SECOND AREA OF WASTE SITE - DAY 26

along the edge of a sparse woods. Two men in T.G.R.I. jumpsuits kneel down near the ground, one with a measuring tape, the other with a notepad. Their backs are turned toward one of the trucks - where a shoulder indicates that someone is watching them.

TGRI ASSISTANT
(upset)
How could you have missed this?

TGRI WORKER
I don't know.

(CONTINUED)

26 CONTINUED: 26

TGRI ASSISTANT
Grab some men. I'll go find the Professor. We've gotta take care of this now.

TGRI WORKER
Right.

The two men rise - revealing

27 A PATCH OF GIANT DANDELIONS 27

which dwarf a tree stump in their midst. A few of the bright yellow flowers have already gone to seed, puffing to the size of volleyballs.

But their relative size becomes even more apparent after the T.G.R.I. workers leave and the shoulder behind the truck detaches itself and steps toward the giant weeds, kneeling down and revealing the face of

FREDDY

who plucks one of the puffy flowers in awe. And as he blows on it, scattering a few seeds and intoning:

FREDDY
Dandelions...

28 EXT. THIRD AREA OF WASTE SITE - DAY 28

where the Professor admires the giant flower just given him by his T.G.R.I. Assistant as they walk back toward the patch.

PROFESSOR
Hm. If the soil's been contaminated this far away, there must be more leaky cannisters than we thought...

TGRI ASSISTANT
(still upset)
But how can that be? They were only buried fifteen years ago.

PROFESSOR
(philosophic)
Fifteen, fifty... just make sure the evidence is removed.

(CONTINUED)

28 CONTINUED: 28

TGRI ASSISTANT
(looking around)
Maybe it wasn't such a good idea to invite the press...

PROFESSOR
(disagreeing)
No, sometimes the best way to hide is right out in public.

TGRI ASSISTANT
But if any of it fell into the wrong hands...

The Professor breaks his examination of the dandelion and turns toward his assistant for the first time.

PROFESSOR
I'm well aware of the risks...

CUT TO:

29 INT. JUNKYARD BUILDING - (THAT) NIGHT 29

where one of the giant dandelions has definitely fallen into "the wrong hands" - those of the Shredder, who turns it over in his good hand and examines it carefully. Finally, he speaks:

SHREDDER
This isn't the reason I sent you to follow her...

REVEAL Freddy, trembling before the dark figure.

FREDDY
(frightened)
No, Master.
(desperate)
But I...

SHREDDER
Silence.

Freddy lowers his eyes. The Shredder continues to study the giant flower.

SHREDDER
This may be even better...

Freddy looks up, redeemed.

SHREDDER
Whatever caused this...

(CONTINUED)

30 CONTINUED: 30

APRIL
Thanks, guys.
(looking to loft)
Where's Splinter?

LEONARDO
He's been up on the roof ever since he saw your report. *

APRIL
Really? Doing what? *

SPLINTER (O.S.)
Coming to a decision. *

Everyone turns to see Splinter standing in the window frame.

LEONARDO
You've been meditating many hours, Master Splinter. *

SPLINTER
Yes. And it is time. Join me above. *

And as the ninja master turns from the window to go back to the rooftop *

30A OMITTED OMITTED 30A

31 EXT. ROOFTOP OF APRIL'S APARTMENT - NIGHT 31

where the Turtles sit facing their master, who sits elevated before them. April stands off to the side, not quite a part of this inner circle, but allowed to witness it. *

A gentle evening breeze blows the master's hair and robe. He chooses his words carefully.

(CONTINUED)

31 CONTINUED: 31

SPLINTER
These last hours have been spent pondering many questions. Some are the very questions of our origin: The sewer. Our transformation. But the answers have always remained hidden in the past, veiled by a shadow too deep to penetrate.
(beat)
Until now.

The Turtles show their surprise.

SPLINTER
A light from the present reaches back to illuminate that shadow...

Splinter reaches beneath his robe and removes a cylindrical object, wrapped in old canvas. He carefully removes the cloth and reveals a metal cannister, broken into two pieces.

SPLINTER
You have never seen this, but know what it is...

DONATELLO
That's the cannister that had the ooze...!

SPLINTER
...that transformed us all. I have kept it these fifteen years.

LEONARDO
But why do you only show us now, Master Splinter?

Splinter slowly rotates each piece of the cannister - revealing one half with the initials "T.G.", the other with "R.I."

APRIL
(in recognition)
T.G.R.I.!

The others MURMUR, excited and bewildered.

31 CONTINUED: 31

APRIL
I knew it! I knew there was something else going on with those guys...

SPLINTER
Yes. And we must know what. For if the contents of this cannister were not unique, the city may now face grave danger.

LEONARDO
(still staring at the cannister)
After all these years...

DONATELLO
Not knowing who we are - how we are...

SPLINTER
The past returns, my sons.
(beat)
It is time to seek our answers.

And as he looks down at the broken cannister with the initials "T.G.R.I."

MATCH CUT TO:

32 INT. T.G.R.I. BUILDING (LAB AREA) - NIGHT 32

CLOSE ON - A SIMILARLY MARKED CANNISTER

only this one isn't broken. And inside it, through small, clear windows, a glowing green ooze can be seen.

The cannister is being handled by

PROFESSOR PERRY *

standing before an array of complex chemistry equipment. He loads the cannister into a robotic arm, which transfers it to a vacuum seal. The glowing green ooze then begins to drain from the cannister, passing through myriad glass coils and tubes, until the glow and green diminish and only a clear liquid remains.

The Professor removes the spent cannister and places it in a rack of similarly empty cannisters, then steps over to a computer station. He types in a word next to a serial number:

(CONTINUED)

32 CONTINUED: 32

PROFESSOR
"Disposed..." *

He picks up a single remaining cannister and peers at it with a wry smile:

PROFESSOR
Well, you're the last one, aren't you?

He returns to the chemistry equipment, but hesitates. A look of melancholy overcomes him. Shaking it off, he raises the cannister to the robotic arm. And as he does *

A PAIR OF BLACK-GLOVED HANDS

suddenly grabs him from behind. One covers his mouth.

And as the other glove reaches out and yanks the cannister from the Professor's hand

33 EXT. ROOFTOP OF T.G.R.I. BUILDING - NIGHT 33

where the Turtles make a soft landing and take their bearings. Behind them, a ledge supports the large, reversed letters "T.G.R.I." Other than that, they see just an ordinary, nondescript rooftop.

DONATELLO
Not much to this place.

LEONARDO
Keep on your toes. It doesn't look like there's any night security, but we'd better move in quiet...

RAPHAEL
(sarcastic)
Duhhhhhh...
(moves forward)
Come on, let's do it.

And as he looks for a way in

34 INT. T.G.R.I. BUILDING - (MINUTES LATER THAT) NIGHT 34

where the Turtles proceed cautiously through a large, deserted, shadowy room. There doesn't seem to be much here.

(CONTINUED)

34 CONTINUED: 34

DONATELLO
(excited)
So, what do you guys think we'll find? You know, about us?

LEONARDO
I don't know.

DONATELLO
Well, what ever it is, I bet it'll be pretty special.

MICHAELANGELO
(looking around)
Yeah, either that - or that we got the wrong address. Hel-lo...

They've discovered an area of high-tech laboratory equipment - control panels, computers, glass chemistry supplies. Raphael lets out an impressed whistle.

And while the Turtles stare

A SHADOW

moves swiftly across a wall somewhere behind them.

THE TURTLES, unaware, move in to take a closer look at the equipment.

DONATELLO
Hey, Leo!

The others hurry over to find Donatello near the Professor's computer station - where a struggle seems to have taken place. Several objects are smashed in the vicinity of the monitor, which is still glowing under power.

LEONARDO
(re: monitor)
What do you make of it, Donnie?

DONATELLO
Looks like just a bunch of serial numbers...
(reading as he scrolls down)
"Disposed, disposed, disposed..."

(CONTINUED)

34 CONTINUED: 34

MICHAELANGELO (O.S.)
Hey, dudes...

They turn to see Michaelangelo near the empty cannister rack. He shakes a couple to show that they're empty. *

MICHAELANGELO
Like, no deposit, no return.

DONATELLO
(re: monitor)
Except maybe one...

LEONARDO
What do you mean?

DONATELLO
Look...

He points to the screen, where a lone serial number is followed by the word "ACTIVE" instead of "DISPOSED".

LEONARDO
"Active"! Can you find out where it is?

DONATELLO
Well, I could try, but if the database is coded, the whole system might go down.

RAPHAEL
Do it.

The Turtles gather and watch Donatello use a pencil to tick away at the keys, while

BEHIND THEM

a miniature crossbow strapped to a wrist raises up in f.g. and takes aim...

THE TURTLES lean in anxiously as Donatello hits a final key - and sure enough, the computer screen goes blank. The Turtles deflate. However, it turns out to be a blessing in disguise, for the blank screen reflects an image of Tatsu about to fire his wrist crossbow:

DONATELLO
Look out!

(CONTINUED)

34 CONTINUED: 34

He dives from his chair, taking a couple of his brothers out of the line of fire just as the dart ZIPS by and SHATTERS the screen. Several other darts ZIP by, but the split second of warning is all the Turtles need to get out of harm's way.

The zipping over, the Turtles turn to find Tatsu and a handful of the Foot facing them, their wrist crossbows spent. And Tatsu holds the cannister of glowing green ooze.

LEONARDO
The Foot!

DONATELLO
He's got the cannister!

RAPHAEL
(moving forward)
Get it!

The Turtles spring to attack, and

A BRIEF SCUFFLE

ensues with everyone trying to get their hands on the cannister of glowing green ooze.

It becomes almost like a game of hot potato as the cannister frequently changes hands by being swiped, rolled, kicked, and catapulted.

But as Mike finds out after executing a mid-air flip and snatching it from the hands of a Foot, possessing the prize can be a mixed blessing:

MICHAELANGELO
(delighted)
Ah-<u>ha</u>!

He is immediately knocked down and swarmed upon by a hoard of the Foot, and when they clear, the groggy Turtle is left empty-handed:

MICHAELANGELO
(what hit me?)
Ah-haa...

Finally, however, Tatsu regains possession, shouting a command above the ruckus:

TATSU
Ninja! Vanish!

(CONTINUED)

34 CONTINUED: 34

at which point he and the Foot simultaneously remove pellets from their belts and hurl them down. Immediately, their ninja dust bombs EXPLODE, causing

A SMOKE SCREEN

TO COMPLETELY OBSCURE THE SCREEN. The only sounds are of RETREATING FEET, and the Turtles COUGHING and speaking in confusion:

RAPHAEL (V.O.)
`Ey, they're gettin' away!

LEO, DON, MIKE (V.O.)
Duhhhhhhhhh...!

The smoke quickly clears, leaving only the Turtles. Tatsu and the Foot have escaped. The brothers sound off in frustration: *

DONATELLO
Oh, great! *

LEONARDO
Terrific! *

RAPHAEL
Wonderful! *

MICHAELANGELO
(still coughing)
Bummer.

And as the other Turtles look at Mike

CUT TO:

35 INT. JUNKYARD BUILDING - NIGHT 35

where Tatsu hands a single cannister of ooze over to the Shredder. He weighs it in his good hand.

SHREDDER
And this was the only one?

TATSU
(a yes)
Nggh.

The Shredder takes a moment to examine the cannister.

SHREDDER
Then it's time to find out exactly what this... ooze can do. Isn't it...

(CONTINUED)

35 CONTINUED 35

(turning)
...Professor?

REVEAL

PROFESSOR PERRY *

still in his T.G.R.I. jumpsuit, tied up and gagged in a chair.

And as the Professor struggles against his bonds

CUT TO:

36 INT. APRIL'S APARTMENT - (THE NEXT) DAY 36

where April watches the Turtles pack up their possessions. Michaelangelo takes down a swimsuit calendar of Paulina Porizkova with a sigh, then rolls it up.

APRIL
But you guys haven't even found another place to live yet.

LEONARDO
April, it's just too dangerous to stay here with you when the Foot are out there. They might be looking for us.

RAPHAEL
Well, you know, we could go lookin' for <u>them</u> for a change. I mean, they <u>got</u> the ooze...

DONATELLO
(pragmatically)
First we move. Then we look.

MICHAELANGELO
(rubbing stomach)
Well, I don't know about you guys, but I could really go for some...

A KNOCK at the door.

KENO (O.S.)
Pizza!

MICHAELANGELO
(reacting)
Whoa. Spookular.

36 CONTINUED: 36

Everyone turns to look at the door, then at Mike.

MICHAELANGELO
Hey, I didn't order any...

Another KNOCK, then the door knob starts to move as if Keno is checking to see if it's locked. It isn't. *

KENO (O.S.)
Miss O'Neil...?

APRIL
(panicking)
No, wait...!

The Turtles scatter. Michaelangelo gets down on all fours and throws a bedsheet over himself. Raphael has only enough time to pick up a tall potted plant and stand in a corner. April leaps for the door...

...but too late - it opens just as April gets there, revealing Keno with a single pizza.

KENO
(on alert)
What?

April quickly glances back at the room, but Splinter and the Turtles are out of sight. Barely.

APRIL
(recovering)
Uhhh, we... I didn't order any pizza. There must have been a mistake.

Keno steps inside, looking around. In fact, he seems to be searching for something.

KENO
(falsely)
Really? That's funny. The slip has your name on it. "April O'Neil"...

He picks up a pair of Mike's nunchukus that have been left out in the open. *

KENO
Where'd these come from?

April rushes over to claim them, trying to sound nonchalant.

(CONTINUED)

36 CONTINUED: 36

APRIL
Those are mine.
(off Keno's look)
Yeah, I like to do a little
`chucking' every now and then.

April makes the mistake of trying to demonstrate, putting on one of the lamest nunchukus displays ever attempted. An occasional errant `chuck causes her to stifle a cry of pain.

APRIL
Ouch... oo... ow...

KENO
I'd keep practicing.

He strolls past Michaelangelo, tapping his back, and over to the potted plant. He studies it.

APRIL
(very nervous)
Well, you know, why don't I just take the pizza anyway? I can always use more. Let me get my wallet...

KENO
(turning)
No, no, that's okay. My mistake. One last thing, though...

And with that, Keno deliberately STOMPS back with the heel of his shoe - stamping on one of Raphael's exposed feet.

RAPHAEL
Yeeoooww...!

He drops the potted plant and starts hopping on one foot. Keno's eyes grow wide in recognition, as the other Turtles leave their hiding places.

KENO
I <u>knew</u> it...!

RAPHAEL
(still hopping;
to April)
Can I hurt him? Please tell me I can hurt him. Please, please...

Keno then catches sight of Splinter up on the second floor loft.

(CONTINUED)

36 CONTINUED: 36

KENO
What th...?

SPLINTER
I think you'd better sit down...

TIME CUT TO:

37 INT. APRIL'S APARTMENT - (LATER THAT) NIGHT 37

now raining outside, as Splinter and the Turtles wrap up the story of their origin while finishing off the pizza with Keno.

SPLINTER
...and with an old Renaissance art book I found in a storm drain, I gave them all names...

Each Turtle identifies himself in succession: Leonardo, Michaelangelo, Donatello, and Raphael.

MICHAELANGELO
(for Raph's benefit)
Yeah, all the good ones end in "o".

Raphael winds up for the requisite chuck, but Splinter intervenes on his behalf:

SPLINTER
Michaelangelo.

Splinter motions to an open area of the floor, and Mike goes over with a sigh, then begins turning backflips - each with a GRUNT of exertion followed by his large feet landing with a THUMP.

MICHAELANGELO
One... two...

The SOUNDS continue in b.g. UNDER:

KENO
(fascinated)
So, basically, what you're telling me is, you guys were all slimed.

(CONTINUED)

37 CONTINUED: 37

RAPHAEL
(still smarting about his foot)
It wasn't slime, it was ooze.
(looking outside)
And there's more of it out there...

KENO
Where?

DONATELLO
We don't know. See, there's this secret sort of `clan' of ninja thieves that call themselves...

KENO
The Foot?

LEONARDO
(surprised)
You know about the Foot?

KENO
Well, word on the street is there's these guys lookin' for anybody they can find with martial arts talent. Especially teenagers.
(an idea)
Hey, an' if I let myself get `recruited', guess what that might lead us to...

LEONARDO
No way, Keno. Forget about it.

RAPHAEL
Hey - and believe me, I really hate to say this - but the kid's got a...

SPLINTER
No.

RAPHAEL KENO
Why not? Why not?

Raphael and Keno shoot each other looks.

SPLINTER
Too dangerous.

(CONTINUED)

37 CONTINUED: 37

RAPHAEL
But...

SPLINTER
(the final word)
No.

Frustrated, Raphael slams down an object meant for packing and goes into another room.

The silence after his departure brings Michaelangelo's voice back to everyone's attention. The Turtle is looking down, concentrating, still counting out his punishment - only now he's simply grunting and jumping in place to simulate the sound of a backflip:

MICHAELANGELO
...sixteen... seventeen...
eighteen...

He finally looks up and sees that he's been caught.

MICHAELANGELO
(weak smile)
Uh-oh...

CUT TO:

38 INT. JUNKYARD BUILDING - NIGHT 38

where rain leaks through several cracks in the roof. The * Shredder, Tatsu, and several Foot watch the Professor put the finishing touches on a crude setup of burners, tubes, and containers which hold a portion of glowing green ooze from the nearby T.G.R.I. cannister.

A length of rubber tubing leads to a couple of small, barred windows in holding cells that have been constructed out of makeshift junkyard parts.

The sounds of SNARLING and SNAPPING fill the room.

The Shredder looks down at the floor of each holding cell, then turns to Tatsu.

SHREDDER
And these were the two most vicious animals you could find last night?

TATSU
(a yes)
Nggh.

(CONTINUED)

38 CONTINUED: 38

SHREDDER
Good.
(checking progress)
Professor?

The Professor stands back from the equipment.

PROFESSOR
Preparations are complete.
However...

SHREDDER
Begin.

PROFESSOR
<u>However</u>, I feel compelled to re-register my formal protest, and remind you of the imminent dangers of...

Tatsu steps in and puts his grim, bulldogish features just inches from the Professor's face.

PROFESSOR
But enough talk. Let's begin.

He turns a valve on the crude setup, and the green ooze begins flowing through the apparatus, finally spraying from the rubber tubes and into the cells.

And as the SNARLING and SNAPPING grow decidedly louder

CUT TO:

38A EXT. STREET NEAR APRIL'S APARTMENT - NIGHT 38A *

still raining, as April stands in the middle of the deserted street under an umbrella. She shouts toward the building.

APRIL
Clear!

The Turtles appear one by one, each at a run. Leo is first, and quickly uncovers a manhole next to April's feet before standing to say goodbye.

LEONARDO
See ya, April!

He DISAPPEARS FROM FRAME, straight down, while Raphael appears.

(CONTINUED)

38A CONTINUED: 38A

RAPHAEL
Wish us luck!

He, too, disappears while Donatello appears.

DONATELLO
We'll be back for Splinter!

He disappears while Michaelangelo appears. But rather than a simple goodbye before jumping down the hole, Mike pauses beneath the umbrella:

MICHAELANGELO
(ala Bogart)
I know the lives of two people don't amount to a hill of beans in this crazy world, Ilsa, but that's why you're getting on that plane. Maybe not today, maybe not tomorrow, but soon, and for the rest of your...

A green hand reaches up out of the manhole and attaches itself to Michaelangelo's ankle. And before he can finish his monologue, Mike DISAPPEARS FROM FRAME like his brothers:

MICHAELANGELO
Heyyyyy...!

and when April looks down, the manhole cover is already SWIVELLING back into place.

And as April watches it settle, alone now in the street

CUT TO:

39 INT. SUBWAY SHAFT - (LATER THAT) NIGHT 39 *

where the four Turtles walk forward. Raphael angrily kicks * a can and stops the group.

RAPHAEL
All right, hold it - this is <u>stupid</u>. We got the Foot up there, <u>with</u> the ooze, an' we're down `ere playin' Century 21.

LEONARDO
(not again...)
Ra-aph...

(CONTINUED)

39 CONTINUED: 39

RAPHAEL
Come on, Leo, even you could think of somethin' better t'do than this.

This, of course, has the opposite than intended effect on Leo.

LEONARDO
(ticked)
I already have. Now let's keep goin'...

RAPHAEL
Uh-uh. That's it. I'm goin' up.

LEONARDO
(grabs his arm)
No you're not.

RAPHAEL
(means it)
Leggo my arm, Leo...

Michaelangelo intervenes.

MICHAELANGELO
(excited)
Guys, guys - I just got an idea. Two words that could solve all our housing problems:
(selling it; placing words in air)
"Time share"...

The innocent, ludicrous nature of Mike's suggestion breaks some of the tension, and Raphael simply disengages his arm, heading back into the tunnel.

RAPHAEL
I'm outta `ere.

LEONARDO
(to the others)
Come on.

He leads Mike and Don forward again while Raphael disappears into the shadows behind them. They continue on in silence, until:

(CONTINUED)

39 CONTINUED: 39

MICHAELANGELO
You know, you'd think findin' a new place would be easy. But nooooo. You'd think even an idiot could find a place down here. But nooooo...

But on his next step forward - CRACK! - and Mike goes crashing down through the floor of the tunnel:

MICHAELANGELO
(continuing word)
...oooaaaahhhhh...!

Leo and Don quickly kneel, shouting through the hole.

LEO
Mike?! Mike!

DON
Mikie! Are you okay?

MICHAELANGELO (O.S.)
(from below)
Check it out...

And as Leo climbs down the hole and drops through

40 INT. SUBWAY DEN - CONTINUOUS - NIGHT 40

as Leo lands, with Don close behind him.

All three Turtles stare out at an abandoned subway platform, sectioned off by cave-in rubble to resemble a large room. An old, derailed, single subway car rots off to the side.

DONATELLO
Well, I'll be...

LEONARDO
(sizing it up)
It's well hidden...

DONATELLO
(nodding)
Roomy. Access to power and water...
(to Mike)
What do you think?

MICHAELANGELO
(not enthralled)
Uhh...
(new idea)
You know, I hear the sewers in Connecticut are really nice...

(CONTINUED)

40 CONTINUED: 40

And as they continue to look over their new `fixer-upper'

CUT TO:

INT. JUNKYARD BUILDING - (EARLY THE NEXT) DAY

where a weary Professor - hair unkempt, clothing rumpled, coffee nearby - keeps watch on the experiment, making some entries in a data book. Several Foot are on hand. SNARLING and SNAPPING still fill the room, though in a deeper register. The Shredder enters.

SHREDDER
(impatient)
How much longer?

PROFESSOR
(tired, irritated)
I told you, I don't know. It takes time - days.

The Shredder crosses to the holding cells.

SHREDDER
I want them as soon as possible.

PROFESSOR
(beginning to rise)
I told you...

But one of the Foot pushes the Professor back into his chair.

PROFESSOR
(re: Foot, angry)
Aren't these enough for your vengeance?

SHREDDER
The Foot have already failed against them.
(cradling hand)
I have failed...
(moving closer to the cells)
But the next time will be different. The next fight will be freak...
(looking inside the cells)
...against freak...

(CONTINUED)

41 CONTINUED: 41

And as he looks inside the cell windows, REVEAL

SHADOWY SHAPES

moving behind the bars. Large shadowy shapes. And off a flurry of SNARLING, SNAPPING, and BANGING

CUT TO:

42 EXT. ALLEY - DAY 42

where a TEENAGE THUG addresses a gathering of young hopefuls.

TEENAGE THUG
...so everybody's gotta take a little test. Then, if you're good enough, we let you in the `organization'. Any questions?

None. The Teenage Thug turns, and the other boys follow him into the alley, revealing

KENO

among the hopefuls. He hangs back, however, passing a darkened recess where

RAPHAEL

has been keeping a watchful eye on his charge.

KENO
I knew this would work...

RAPHAEL
Just remember, we get you in, we find the Foot headquarters, we get out t'tell the others - right?

KENO
Gee, maybe I should write this down... Duhhhhhhh...

Keno takes off after the other boys, entering a warehouse at the end of the alley. Raphael looks up at the heavens. *

RAPHAEL
I'm being punished, aren't I?

CUT TO:

43 OMITTED OMITTED 43

44 INT. WAREHOUSE - (LATER THAT) DAY 44

where Keno is putting on a display of martial arts finesse.

KENO
Hai! Aiee! Jai!

He's fighting off several other Foot hopefuls on a training mat laid down amongst the irregular piles of boxes within the warehouse. And it's obvious that Keno's skills are far ahead of the competition. Without really hurting anyone, he takes out one attacker after another with fist and foot.

Along the perimeter of the mat, the Teenage Thug and a FOOT RECRUITER in standard black dogi study the action.

And shortly, only Keno is left standing on the mat.

FOOT RECRUITER
"Keno", wasn't it? You seem to be the only one worthy of a final test...

TIME CUT TO:

44A INT. WAREHOUSE - (MINUTES LATER THAT) DAY 44A*

where the Foot Recruiter now stands near a pickpocket's dummy covered with tiny bells - the kind Fagin might have used to train Oliver and the lads. Keno looks worried.

FOOT RECRUITER
You'll have fifteen seconds. Remove as many bells as you can. One sound, and you fail.
(beat)
Oh, and one other thing...

He throws a pellet down at the base of the dummy stand and his ninja dust bomb explodes, obscuring the dummy in smoke.

FOOT RECRUITER
...we work in concealment. Fifteen seconds. Go.

Keno jumps into the cloud of dust. But he won't be alone, for a fleeting glimpse of

RAPHAEL

can be seen entering the dust cloud from the back of the mat.

(CONTINUED)

The Foot Recruiter looks at his watch, then at the Teenage Thug. The Recruiter shakes his head. He finally motions that time is up, and the Teenage Thug uses a tarp to fan away the smoke. But his fanning slows as the smoke quickly clears and

KENO

is left standing next to the dummy - which has been stripped of every single bell!

The Foot Recruiter looks in disbelief at the litter of bells surrounding the dummy. And from behind a high pile of boxes, Raphael also looks on - with a wide, sprawling grin.

KENO
(smug again)
Is this enough?

And as the assemblage looks on in stunned silence at the newest Foot recruit

CUT TO:

45 INT. SUBWAY DEN - DAY 45

rigged with some lighting and straightened up a bit, though a lot of work remains to be done. At the moment, Donatello is making some adjustments behind a static-filled TV in front of Splinter.

SPLINTER
Keep trying, Donatello.

Don continues fiddling as Leo climbs down the rope ladder that hangs from the entrance hole in the ceiling:

LEONARDO
(reporting)
I checked out the old Foot headquarters.
(jumps down)
Nothing. No sign of Raph.

SPLINTER
Mmmm...

Michaelangelo sticks his head down through the hole.

MICHAELANGELO
Yeah, an' I reconned that T.G.R.I. waste site. Zippo-alady-o, dudes.

(CONTINUED)

45 CONTINUED: 45

LEONARDO
Dang...

MICHAELANGELO
But, look who came to visit...

Michaelangelo's head disappears, and a pair of female legs start down the rope ladder.

(CONTINUED)

45 CONTINUED: 45

DONATELLO
April!

LEONARDO
What brings you back so soon?

APRIL
Well, I'm not sure, but I think I found out some news about T.G.R.I.

April reaches the floor, and Mike starts down above her.

SPLINTER
Our puzzle is far from complete. Any new piece would be welcome.

APRIL
Well, I was doing a report there this morning, trying to get some more information, and I noticed a lot of equipment being moved out. They seemed a little short on personnel, too.
(conclusion)
I think they're shutting down.

DONATELLO (O.S.)
Hey, I got it!

The others turn to see Donatello looking at the TV screen.

DONATELLO
And look who it is...

45A Everyone gathers around the television, where April, on screen and microphone in hand, pursues the T.G.R.I. Assistant seen at the waste site as he makes his way toward the T.G.R.I. building. He's doing his best to avoid her. 45A

APRIL (V.O.)
But why has T.G.R.I. been avoiding my followup calls?

TGRI ASSISTANT (V.O.)
I'm not a spokesman, Ms. O'Neil. I'm just trying to get to work...

Watching herself, April comments on the report.

(CONTINUED)

45A CONTINUED: 45A

APRIL
I couldn't get much out of these guys...

Back on screen, the T.G.R.I. Assistant finally reaches the front door of the building, where other workers are carrying out boxes.

APRIL (V.O.)
But what about possible genetic abnormalities? Mutations?

The Assistant actually stops and turns in the doorway.

TGRI ASSISTANT (V.O.)
(scoffing)
There's far more science fiction than science in statements like that, Ms. O'Neil.
(chuckling)
Mutations, indeed...

And off his laugh

CUT TO:

46 INT. JUNKYARD BUILDING - (THAT) NIGHT 46 *

where the mutating animals have grown so large that their shapes now obscure the windows of their holding cells, which BANG and RATTLE as if about to burst at the seams.

Tatsu and the Shredder stand alone in the room.

SHREDDER
Their cells will no longer hold them.

TATSU
(agreeing)
Nggh.

SHREDDER
Remove the bar.

TATSU
Nggh?

SHREDDER
It's time they learned who their master is.

(CONTINUED)

46 CONTINUED: 46

TATSU
(but...)
Nnngg...

SHREDDER
Remove the bar. And leave us.

Tatsu hesitates, then removes the heavy metal bar bracing the cell doors. He takes one last look at the Shredder, then exits.

SHREDDER
(ready stance)
Come forth...

As if on cue, the doors BANG off their hinges and come down with a tremendous CRASH!

AS SEEN FROM BEHIND THE ANIMALS

still SNARLING and SNAPPING, their great hulking forms step toward the awaiting Shredder.

One is hairy, mammalian. The other, green, reptilian.

THE SHREDDER'S EYES register awe.

SHREDDER
Wolf... Snapping turtle...
Incredible...

REVEAL the two animals: A mutated wolf, RAHZAR, and a mutated snapping turtle, TOKKA. They continue their menacing approach toward the Shredder.

SHREDDER
Yes, come forward. Attack if you will. But when it is over, you will call me "master".

The animals stop. A tense moment goes by. Then, Rahzar turns to Tokka and tries to reproduce the last word he heard:

RAHZAR
Ma... ma... ma...

TOKKA
(looking at Shredder)
Mama?

An eyebrow raises inside Shredder's helmet.

(CONTINUED)

46 CONTINUED: 46

SHREDDER
(taken aback)
Unh?

The animals, minus their former menace, step forward in a baby-like shuffle and embrace the Shredder, who is too dumbfounded to move.

TOKKA
Mama...

RAHZAR
Mama, mama...

And as the Shredder's eyes widen in disbelief

47 EXT. JUNKYARD BUILDING - CONTINUOUS - NIGHT 47 *

as the door BURSTS open and the Shredder storms out to face Tatsu and the waiting Foot:

SHREDDER
(incensed)
Babies! They're babies!!

And as he knocks over a few pieces of scrap metal

CUT TO:

48 INT. JUNKYARD BUILDING - (LATER THAT) NIGHT 48 *

where the Professor examines the complacent Rahzar while Tokka sits on the floor playing with a length of six inch diameter steel pipe. The Shredder and Tatsu stand nearby.

PROFESSOR
Well, what did you expect? They'd come out quoting "Macbeth"?

SHREDDER
They're... stupid.

PROFESSOR
They're not stupid. They're infants...

They watch as Tokka bangs himself over the head with the steel pipe just to see how it feels.

PROFESSOR
...okay, they're stupid infants.

Tokka bites the steel pipe in two, then begins banging the halves, taking out major chunks of the floor.

(CONTINUED)

48 CONTINUED: 48

SHREDDER
Put that down!

Tokka obediently replies, lowering his head at the scolding.

PROFESSOR
Fortunately, they seem to have imprinted you as their surrogate mother.

SHREDDER
They are of no use to me against the... Tatsu, see that these two... `things' are properly disposed o...

PROFESSOR
(appalled)
No! You can't do that! They're living things! *

SHREDDER
Not for long. *

He again motions to Tatsu. *

PROFESSOR
(desperate; trying to save them)
Wait! Wait! Yes, they may be intellectually inferior - but...

49 EXT. JUNKYARD - (MINUTES LATER THAT) NIGHT 49 *

where Tokka and Rahzar now play a merry game of catch - with an old, scrap engine block.

The Shredder looks on with interest, while the Professor concludes, more calmly:

PROFESSOR
...as you can see, they have other attributes.

The Shredder takes a step forward, still studying the two mutants.

SHREDDER
(to himself)
Maybe I'll keep you around after all...

(CONTINUED)

49 CONTINUED: 49

On the next toss, Rahzar fails to close his arms in time, allowing the engine block to hit him harmlessly in the chest before dropping to the ground with a thunderous THUD!

And as Rahzar looks sheepishly at his new master

RAHZAR
(child-like)
Uh-ohh...

CUT TO:

50 EXT. JUNKYARD - (THE NEXT) DAY 50 *

where the Foot Recruiter leads Keno into the central yard, surrounded by piles of junk and dilapidated shacks. Other members of the Foot mill about or train in the open area.

FOOT RECRUITER
Welcome to our...
headquarters.
(pointing to a shack)
Get yourself a training dogi and meet me back in the yard.

KENO
Right.

Keno takes off toward the shack, moving alongside a row of metallic scrap.

RAPHAEL (O.S.)
Looks like this is the place.

Keno can see glimpses of Raphael moving with him on the other side of the metallic scrap.

KENO
(sotto)
Looks like it.

RAPHAEL
Okay, first chance we get, we're outta he...

Raphael stops short, catching a glimpse of

THE SHREDDER'S NINJA ARMOUR

as it passes by a window in the distance.

KENO
What is it?

50 CONTINUED: 50

RAPHAEL
(unsure)
I thought I just saw a ghost...

And off his intent stare

51 EXT. JUNKYARD BUILDING - (A MINUTE LATER THAT) DAY 51

where Raphael and Keno cautiously investigate the suspicious window. Raphael peers inside.

KENO
Just what're you lookin' for, anyway?

RAPHAEL
Quiet. You wanna get us...

They both turn away from the window to find

TATSU AND SEVERAL FOOT

confronting them.

RAPHAEL
...caught?

KENO
(feebly)
Help?

RAPHAEL
(casual)
Hi, guys. Uh, we were lookin' for a muffler for a `77 Chevy...

But Tatsu isn't buying. He motions for the Foot to attack.

TATSU
Ngah!

The Foot plunge forward, and Raphael steps up to meet them.

RAPHAEL
Sheesh, whatever happened to service with a smile...?

He quickly knocks down the first few attackers and drives the others back, keeping them away from Keno. And when the boy rushes forward to help:

KENO
Raph...!

(CONTINUED)

51 CONTINUED: 51

Raphael shouts back while continuing to fight:

RAPHAEL
Get outta `ere, kid! Tell the others! Go! Now!

KENO
I'm not gonna just...

RAPHAEL
(still fighting)
Run! There's no sense in us both goin' down! Go! Or I'll kick your butt!

Conflicted, Keno finally heeds Raphael's words and takes off at a dead run around the shack. Tatsu dispatches two of the Foot to follow

KENO

who flies past and leaps over piles of junk before the Foot finally get the angle and run him down.

But Keno is not without resources of his own, and with two, quick, frantic moves, he levels his two pursuers.

Keno then continues running until he reaches

52 AN EXIT TO THE STREET 52

where he takes one look back and then continues running. Meanwhile, in

53 THE JUNKYARD 53

Foot reinforcements have all but smothered the battling Raphael:

RAPHAEL
(struggling)
I'm curious - any you guys ever heard the expression "fair fight"...?

But there are just too many of them, and Raphael finally finds himself being held up by no less than five Foot.

TATSU
(approvingly)
Mmmmm...

(CONTINUED)

53 CONTINUED: 53

RAPHAEL
You know, pal, if I had a face like yours I'd try to make up for it with some sort of personality...

Tatsu takes a threatening step forward.

RAPHAEL
(undaunted)
Yeah, come on, come on, I'll...

But his words are cut short by

A LONG, DARK SHADOW

that appears on the ground before him. Raphael lifts his eyes as the shadow moves forward, finally falling across his face.

RAPHAEL
(dumbstruck)
Shredder...

CUT TO:

53A EXT. BROOKLYN BRIDGE - (MINUTES LATER THAT) DAY 53A *

as Keno runs toward Manhattan, fueled by adrenaline.

54 EXT. APRIL'S APARTMENT BUILDING - (LATER THAT) DAY 54

where Keno is frantically pushing April's buzzer on the building's intercom system:

KENO
Come on, come on - April? Leo? If you're there, it's me, Keno. Don? Come on, Raph's in trouble! Mike?
(louder)
April!?

April approaches on the sidewalk, on her way back from the subway den.

APRIL
Keno?

KENO
(spinning around)
April! Where are they? It's Raph...!

(CONTINUED)

54 CONTINUED: 54

APRIL
(holding his shoulders)
Okay, okay, just calm down - what are you talking about?

KENO
I gotta tell the guys! They got `im!

APRIL
Who's got him?

And off her question

CUT TO:

55 EXT. JUNKYARD - DAY 55

ON THE SHREDDER

who watches from a scrap metal "throne" while the Foot go about some mysterious task before him, digging up portions of the central yard. Tatsu steps up to report.

TATSU
Captured Turtle now secure.

SHREDDER
Good. An unexpected advantage. And the boy?

TATSU
(lowering his eyes)
Gone.

SHREDDER
Also good...

Tatsu raises his head, a little surprised.

SHREDDER
Now all we have to do is wait...

And as he continues to watch the mysterious digging

CUT TO:

56 56

EXT. JUNKYARD - (THAT) NIGHT

where Leo, Don, and Mike peer down from a pile of junk into the darkened central yard area below. They spot a few Foot watchmen walking night patrol.

MICHAELANGELO
Just like Keno said.

DONATELLO
Perimeter's quiet.

LEONARDO
Yeah. A little too quiet.

Leo signals and the Turtles leap down into

THE CENTRAL YARD AREA

where they quickly and silently knock out the guards.

DONATELLO
Well, that was easy.

LEONARDO
Yeah. A little too easy.

Donatello looks to the far end of the central yard, where a dim figure can be seen tied to a stake.

DONATELLO
Look, it's Raph!

Mike steps in front of Leo and looks, striking a thoughtful pose:

MICHAELANGELO
(imitating Leo)
Yeah. A little too Raph.

Leo gives him a warning elbow.

LEONARDO
Knock it off. Keep your eyes peeled. I don't like this.

The Turtles start moving across the yard toward the bound and gagged Raphael.

(CONTINUED)

56 CONTINUED: 56

DONATELLO
You know, given the layout of this junkyard and the proximity of certain structures, if they were gonna spring a trap, they'd probably do it right about...

A BRIGHT FLOODLIGHT hits the Turtles, stopping them dead in their tracks.

LEO, MIKE, DON
(in unison)
Uh-ohhh...

And with a SNAP!, they are suddenly WHISKED upward by a large net

LEO, MIKE, DON
Ahhhhhh...!

that leaves them hanging high above the ground, in a tangle, suspended from a crane arm and bathed in multiple flood lights.

MICHAELANGELO
Nice call, Donnie. Pitifully late, but nice.

A full contingent of the Foot now comes out of the woodwork and gathers beneath them. Then, the long dark shadow enters. And as one of the flood lights glints off his armour:

THE SHREDDER appears to the Turtles.

DONATELLO
Hey...

LEONARDO
What the...?

MICHAELANGELO
The Shred-Dude!

SHREDDER
I've been waiting for you. And I have a little surprise...

He glances off to the side, and - from out of the ground - a bed of deadly ninja spikes begins to rise. They cover a fairly large area directly in front of Raphael's stake. At the same time, the crane arm from which the Turtles are suspended begins to swing them closer to the spikes.

(CONTINUED)

DONATELLO
(facetious)
Uh-huh. I won-der what those are for...

MICHAELANGELO
Does the word "Turtle-kabob" mean anything to you?

Raphael struggles, but can't break his bonds.

SHREDDER
(to Raphael)
Patience. First them. Then you.

High above, the Turtles continue their own futile struggle.

DONATELLO
You know, these nets are remarkably effective. Well constructed.

MICHAELANGELO
Yeah - remind me to drop a note to Ralph Nader!

Below, the Shredder looks to Tatsu.

SHREDDER
Wait for my signal to drop them.

He raises his hand in preparation while the net swings toward the perimeter of the spikes.

SHREDDER
A little closer. A little closer...

DONATELLO
We're almost there...!

LEONARDO
This is it...!

The Shredder's hand tenses to fall. Raphael's eyes grow wide.

RAPHAEL
(through his gag)
Nooooo...!

But just before the net reaches the bed of spikes

56 CONTINUED: 56

AN ARROW

WHIZZES through the air, severing the rope suspending the net from the crane then imbedding itself in Raphael's stake - and the Turtles fall safely to the ground.

And as the Shredder turns to seek out the arrow's line of flight, REVEAL

SPLINTER

high atop the tallest mountain of junk, awash in moonlight, holding his bow and wearing a quiver full of arrows.

SPLINTER
(to himself)
Cowabunga.

By the time everyone returns their attention to the Turtles, they've freed themselves from the net and stand ready to fight.

LEONARDO
That's right, Shredder - you forgot we carry insurance...

MICHAELANGELO
Mutual of Splinter, dude!

SHREDDER
Get them!

And with that

THE FIGHT

begins.

But it's a rather one-sided contest, with the Turtles easily dispatching Foot attackers left and right, using not only their weapons, but scrap junkyard items as well.

Leo looks back up at the mountain of junk, but Splinter is no longer there.

LEONARDO
It's up to <u>us</u> now, bros!

Michaelangelo lays out a Foot with a discarded tire, then looks at Leo:

MICHAELANGELO
No prob, Leo, look - this one's "tired" out!

(CONTINUED)

56 CONTINUED: 56

LEONARDO
(still swinging)
Yeah, these guys were never much of a challenge, were they?

Meanwhile, Donatello has gone over to untie Raphael. He RIPS the piece of tape from Raph's mouth.

RAPHAEL
Yeeouch! Jeez, why don't ya just rip my lips off? You think you could...

Donatello replaces the piece of tape, silencing his brother, and goes to work on the ropes instead.

DONATELLO
Here, let me get these first...

Back in the yard, the Foot continue to fall, and things don't get any better for them when Don and Raph leap back in the picture:

RAPHAEL
Leave some for me!

MICHAELANGELO
(a greeting)
Hey, Raph. Have a nice rest at Club Shred?

But with all four Turtles fighting like gangbusters, the Shredder can see that defeat of the Foot is imminent. He turns to the nearby junkyard building to enlist his aces-in-the-hole, shouting:

SHREDDER
Tokka! Rahzar!

And with his words, an entire wall of the junkyard building comes CRASHING down - revealing Tokka and Rahzar, dressed in funky ninja armour. The Turtles pause to take note.

LEONARDO
What in the...?

MICHAELANGELO
Didn't I see these guys on Wrestle-mania?

(CONTINUED)

56 CONTINUED: 56

SHREDDER
(to the mutants)
Prove yourselves to me!
Attack!

The mutants, snarling and snapping, move into the yard to attack the Turtles. Raphael is undaunted.

RAPHAEL
Well, you know what they say.
The bigger they are...

He takes a running leap at Rahzar, hitting him hard - but it's like attacking a brick wall, and Raphael crumples and falls onto his shell.

MICHAELANGELO
...the more bones they break?

The animals attack. Donatello holds Tokka momentarily at bay with his bo.

DONATELLO
All right, you overgrown ugly
excuse for a Turtle...

He swings his bo - and Tokka bites it in two. Donatello looks down at his severed staff, then actually puts an arm up around Tokka's shoulder.

DONATELLO
You know, that "ugly" crack
may have been a little out of
line...

But Tokka just picks him up like a used Hefty, and Donatello goes flying through the air, CRASHING into

A SMALL TOOL SHED

a distance away. Shaking it off, Don sits up in the rubble to find the Professor bound and gagged in a chair. The Professor's eyes widen at sight of the Turtle.

DONATELLO
Hey! You're that T.G.R.I.
guy!

He RIPS the piece of tape from the Professor's mouth.

PROFESSOR
Yeeouch!

(CONTINUED)

56 CONTINUED: 56

DONATELLO
(looks at the tape)
I gotta get the hang of that....

Meanwhile

THE MUTANTS

continue to have their way with the Turtles: Resisting their assaults, knocking them down, and - as is the case with Michaelangelo - occasionally sending one flying through the air:

MICHAELANGELO
Ahhhh...!

RAHZAR
Fun...

Leo and Raph continue to be the recipients of "fun".

LEONARDO
We can't keep this up much longer...!

A distance away, Michaelangelo clears his head - and finds that he's landed on a manhole cover. He gives it a kiss.

MICHAELANGELO
Am I glad to see you.
(shouting)
Guys! Over here!

And while he begins prying up the manhole cover

LEO AND RAPH hurry over to join him, fighting off Tokka and Rahzar the whole way.

When they arrive, Mike is already helping the Professor and Donatello down the hole.

RAPHAEL
Way t'go, Mikie!

MICHAELANGELO
Come on!

Mike jumps down through the manhole, leaving Leo and Raph with a dilemma of pride as they continue to hold off Tokka and Rahzar.

LEONARDO
You go next!

(CONTINUED)

56 CONTINUED: 56

RAPHAEL
No, you go next!

LEONARDO
(as if conceding)
Okay, I'll tell you what...

He gives Raphael a hard bump, sending his brother straight down into the manhole.

RAPHAEL
Agghh...!

LEONARDO
...you go next!

And with a final flourish of his katana to keep back the mutants, Leo jumps down the manhole.

Still off to the side, the Shredder sees his quarry getting away, and rushes over.

SHREDDER
No! Stop them!

Tokka takes the plunge to follow them, jumping down and...

...WEDGING himself firmly in the manhole, which is too small for his massive body. His arms are pinned to his side as he struggles - but only the crane is going to be able to remove this cork.

The Shredder arrives and Tokka looks up apologetically:

TOKKA
(trying to smile)
Tokka... stuck.

And while the Shredder fumes

57 INT. TUNNEL BENEATH THE MANHOLE - CONTINUOUS - NIGHT 57

the Turtles can finally breathe a sigh of relief. Tokka's feet dangle from the manhole above, and Michaelangelo reaches up and tickles them.

MICHAELANGELO
Itchy-kitchy-koo!

LEONARDO
Come on, we gotta meet back up with Splinter.

(CONTINUED)

57 CONTINUED: 57

The Turtles start limping down the tunnel, rubbing sore muscles - definitely the worse for wear from the fight. The Professor looks them over, fascinated.

PROFESSOR
Four... turtles!

RAPHAEL
Yeah, the guy's PhD material, all right.

PROFESSOR
And so intelligent! It's incredible...!

MICHAELANGELO
Hey, don't freak, dude, we can explain. See...

PROFESSOR
(completing the sentence)
...fifteen years ago, you came in contact with a green colloidal gel down in a sewer that transformed you to your present state.

The Turtles turn to look at the Professor, reacting to his uncanny knowledge of their background.

PROFESSOR
Fascinating...

And as their mysterious guest continues to study them

CUT TO:

58 INT. SUBWAY DEN - (LATER THAT) NIGHT 58

where Splinter and the Turtles watch Michaelangelo guide the blindfolded Professor down the rope ladder.

MICHAELANGELO
Step... step... step...

Meanwhile, Raphael takes in his new surroundings.

RAPHAEL
Amazing, guys. I thought all the really good dungeons were in Europe.

The Professor reaches the end of the ladder.

(CONTINUED)

58 CONTINUED: 58

MICHAELANGELO
Step... and... there ya go, dude.

He takes off the blindfold. The Professor looks around, still fascinated.

PROFESSOR
Ingenious...

Leo steps up, folding his arms.

LEONARDO
(all business)
Yeah, we'll give you the tour later. Right now we've got a few questions...

Don steps up, also confrontational.

DONATELLO
Yeah, a few inquiries...

Mike steps up, trying to be confrontational.

MICHAELANGELO
Yeah, a few...
(tries to find new word, can't)
We'll give you the tour later.

A voice interrupts:

SPLINTER (O.S.)
Give him room to speak...

Catching sight of Splinter, the Professor's mouth falls slightly open.

SPLINTER
The Professor has much to tell us...

And as the Turtles ready for their interrogation

59 INT. SUBWAY DEN - (LATER THAT) NIGHT 59

where Splinter and the Turtles have been drawing out the Professor's tale as he sits in a makeshift chair before them. Having grown more accustomed to his situation, the Professor remains unflappable as the Turtles fire their questions.

(CONTINUED)

59 CONTINUED: 59

DONATELLO
(disbelief)
You mean to tell us that the formation of the ooze was all just a big mistake?

PROFESSOR
Well, you see - Donatello, wasn't it? - an unknown mixture of discarded chemicals was accidentally exposed to a series of radiative waves. The resulting... ooze, as you put it, was found to have remarkable - and dangerous - mutanagenic properties.

MICHAELANGELO
(to Raphael)
Huh?

RAPHAEL
(interpreting)
Big mistake.

MICHAELANGELO
Oh.

The Professor's explanation is obviously not what Donatello wanted to hear. He steps away from the inquiry, almost brooding. Splinter watches, then turns back to the Professor.

SPLINTER
Please continue, Professor.

PROFESSOR
Well, on our way to bury it, a near collision caused us to lose one of the cannisters down a sewer.
(with emphasis)
Fifteen years ago.

The Turtles MURMUR and nod. The story jibes.

LEONARDO
(testing him)
And what's happened to all your co-workers, Professor?

(CONTINUED)

59 CONTINUED: 59

PROFESSOR
I imagine they've removed any evidence of the disposal process and evacuated the premises - standard procedure when an anomaly results. And, as you know, Leonardo, there has been a rather... bad anomaly.

LEONARDO
(satisfied)
The Shredder.

PROFESSOR
He's consumed with destroying you.

RAPHAEL
(rubbing a sore shoulder)
Yeah, we got that impression...

The Professor, working out a neck kink, looks around the den.

PROFESSOR
I'm sorry, I'm a bit worn out. I wonder if I might...

SPLINTER
Michaelangelo, show the Professor where he may rest.

MICHAELANGELO
Righteo. This way, dude. It ain't the Hilton, but...

He leads the Professor toward the derailed subway car and looks it over, stopping his sentence:

MICHAELANGELO
...well, heck, let's face it - you'd be better off at the Hilton.

He shows the Professor inside. Splinter notes that Donatello is still wrapped in thought.

SPLINTER
What troubles you, my son?

(CONTINUED)

59 CONTINUED: 59

DONATELLO
(dejected)
I don't know, I just always thought there'd be more to it. To the ooze. To - you know - us...

Leo understands, and places a hand on Don's shoulder.

LEONARDO
I know...

SPLINTER
Do not confuse the specter of your origin with your present worth, my sons.

DONATELLO
I know, but...
(a conclusion)
Well, I don't believe him! There's just got to be more to it...

Donatello and his brothers look to Splinter for substantiation. The rat nods.

SPLINTER
Perhaps. The search for a beginning rarely has so easy an end...

Splinter looks up the rope ladder toward the ceiling.

SPLINTER
But our search will have to wait. Tonight's encounter has left us with... larger problems...

And as they all look up toward the ceiling

CUT TO:

60 EXT. STREET - NIGHT 60

as a tarp is thrown back from a truck, revealing

TOKKA AND RAHZAR

who jump down for their first excursion to the big city. They turn back to the truck, where the Shredder sends them off with a wave of his good hand.

(CONTINUED)

60 CONTINUED: 60

SHREDDER
Go. Play. Have fun.

The mutants shuffle off down the street, happily snarling and snapping.

Back at the truck, the Shredder turns to Tatsu.

SHREDDER
Tonight, they leave a calling card for the Turtles.
Tomorrow, we force...
(enjoying himself)
...a final confrontation.

And as Tatsu tries to smile

A HIGHER, LONGER SHOT

reveals a quiet, secluded street off the beaten path. Illumination is provided by street lamps on either side of the road.

But one by one, the lights are going out.

Closer examination reveals that Tokka and Rahzar are the culprits. The mutants are having a jolly old time taking down both telephone poles and street lights: Rahzar by the force of his strength alone; Tokka by biting through them.

RAHZAR
Master say have fun...

TOKKA
Fun...

And as the lights continue to go out, an

OLDER COUPLE

further up the street gets ready to enter a taxi. The woman opens the door while the man reacts to the NOISE, squinting to get a better look at what's going on.

OLD MAN
Sophie, Sophie - look!
There's some animals knocking down telephone poles!

OLD WOMAN
(weary)
Let them get their own cab.

And as she continues into the taxi

CUT TO:

61 EXT. STREET - (THE NEXT) DAY 61

where fallen poles, lampposts, and wires now crisscross the length of the street, overrun with investigating police.

April and her crew are on hand, finishing up an interview with a well-fed, perspiratory CHIEF STERNS.

STERNS
(brusque)
...and, as always, our official report will be released after a thorough investigation. Thank you, Miss O'Neil.

The Chief leaves the picture, and April quickly wraps up:

APRIL
More as it develops.

The camera light goes out and April hands her microphone to a CREW MEMBER, then sets off in pursuit of the Chief.

APRIL
Chief! Chief Sterns!
(he stops)
I wonder if I might ask you a few more questions - off the record...

STERNS
(suspicious)
Miss O'Neil, my record on-the-record clearly shows that I have no off-the-record... record...

He turns to leave.

APRIL
Were there any large tooth and claw marks found here today?

STERNS
(turning back)
How did you know...?
(hardly skipping a beat)
...that I don't know what you're talking about?

(CONTINUED)

APRIL
Chief, I have reason to believe that this damage was caused by two... two...
(bailing out)
...really big animals.

STERNS
(humoring her)
Oh? And what type of animals might these be, Miss O'Neil?

APRIL
Well, I can't say, exactly...

STERNS
I see. Then what leads you to believe they did this?

APRIL
(increasingly uncomfortable)
Well... I can't say that, either...

STERNS
Uh-huh. Was there anything else you'd like `not' to tell me, Miss O'Neil?

He begins to move away, but April grabs his arm.

APRIL
Sterns, there are two dangerous... `things' out there!

STERNS
And just exactly what would you like me to <u>do</u> about it!?

April pauses a moment, struck by the question: Just what <u>could</u> the police do about finding them? She backs down.

APRIL
I don't know... I guess you're not the ones who'll have to handle it...

STERNS
(misplaced sarcasm)
That's what we do best, Miss O'Neil.

61 CONTINUED: 61

He leaves, and a frustrated April steps back to her crew, where she notices that someone is missing.

APRIL
Where's Freddy?

CREW MEMBER
He took off. Said he was sick.
What do you need?

APRIL
No, that's okay, I can get it...

She heads off for

THE EQUIPMENT VAN

and opens the back door. But before she can get anything out

A BLACK-GLOVED HAND

covers her mouth from behind and drags her into an

62 EXT. ALLEYWAY - CONTINUOUS - DAY 62

where a second member of the Foot appears while the first keeps April quiet.

FOOT/FREDDY
Hello, April.

APRIL
(through glove)
Freddy?

FOOT/FREDDY
Our Master has a message for your "friends"...

And as the black-dogied Freddy leans in to deliver the message

CUT TO:

63 INT. SUBWAY SHAFT - DAY 63 *

where Michaelangelo escorts April, both shuffling forward at a hurried pace. Mike looks back over his shoulder.

MICHAELANGELO
Are you sure you weren't...?

(CONTINUED)

63 CONTINUED: 63

APRIL
They're not following me.
They don't need to...

They continue hurrying toward the

64 INT. SUBWAY DEN - (LATER THAT) DAY 64

where April finishes relaying the Shredder's message to Splinter, the Professor, and the Turtles, who are still nursing a few wounds from their junkyard fight.

APRIL
...and they said if you don't go to this construction site tonight... *

DONATELLO
What? *

APRIL
...he'd send Tokka and Rahzar out again - into Central Park. *

DONATELLO
Central Park!? But how would they avoid all those... *
(realizing)
...people...

SPLINTER
Then there is no choice, but to meet as the Shredder wishes. *

APRIL
(the point)
He's just trying to force you guys to fight Tokka and Rahzar again!

LEONARDO
We know.

APRIL
Well - but - look at you guys!

RAPHAEL
(uncharacteristic ally quiet)
April, there's no other way.

(CONTINUED)

64 CONTINUED: 64

April is near tears.

APRIL
But you guys don't have a chance!

PROFESSOR (O.S.)
Wait.

The others turn to look at the Professor, wrapped in thought.

PROFESSOR
There might be a way...

And as he percolates an idea

CUT TO:

65 INT. SUBWAY DEN - (LATER THAT) DAY 65

where the Turtles, each wearing a painter's mask, help mix up a batch of brownish goop in a discarded washtub under the meticulous direction of Professor Perry. Various bags and bottles of chemicals litter the work area.

PROFESSOR
(in his element)
Michaelangelo, hand me some more of the dimethyl chorinide...

MICHAELANGELO
(re: bottles)
Uhhhhh...

PROFESSOR
(pointing)
There.

Michaelangelo picks up a bottle of pink liquid.

MICHAELANGELO
(mild admonishment)
You know, not to criticize science or anything, but wouldn't it be better just to call it "the pink one"?

(CONTINUED)

65 CONTINUED: 65

He hands the bottle to the Professor, who adds it to the mixture. *

Keno is on hand to help. There's also plenty of pizza around to snack on while working, giving the whole operation an almost Fondue Party atmosphere.

PROFESSOR
Raphael, keep stirring... *

RAPHAEL
Man, this stuff is rank.

KENO
(re: chemicals)
Yeah, try carryin' it all on the subway sometime - I never got a seat so fast in my life.

LEONARDO
Thanks for doing our `shopping' for us, Keno. *

KENO
No prob. Hope you didn't mind me pickin' up a few pies. *

MICHAELANGELO
(slice hanging out of mouth)
You're forgiven. *

Raphael continues to stir.

RAPHAEL
(to Professor)
You sure this stuff'll work?

PROFESSOR
(still adding chemicals)
When I contaminated the ooze used to transform Tokka and Rahzar - making them intellectually inferior, and, thus, less dangerous - I had no idea I'd later be trying to formulate an anti-mutagen based on that contamination.

MICHAELANGELO
(to Raphael)
Huh?

(CONTINUED)

65 CONTINUED: 65

RAPHAEL
(interpreting)
He's not sure.

MICHAELANGELO
Oh.

Mike lifts his mask to take another bite of pizza.

LEONARDO
Can it hurt us?

PROFESSOR
The formula is keyed to the specific physiological weaknesses of Tokka and Rahzar induced by the contaminated ooze.

This time, Michaelangelo simply looks at Raphael.

RAPHAEL
It can't hurt us.

Michaelangelo mouths a silent "Oh", while Keno takes a look around the den.

KENO
So, are you guys gonna live here or what?

RAPHAEL
`Ey, it's not so bad.

Donatello, the most sentimental of the lot, takes up a reflective stance amongst his brothers.

DONATELLO
I guess what we're all finding out is, it's not so much where you live, as who you're living with. Right, guys?

The other three Turtles look at him, then at each other. Is a tender moment about to occur?

LEO, MIKE, RAPH
(backhanding Don; get real)
Nyahhh...

The Professor draws their attention back to the tub. *

(CONTINUED)

65 CONTINUED 65

PROFESSOR
Gentlemen, your attention.
Leonardo, if you would...

He hands Leo a Bart Simpson glass, then dips a ladle into the goop. Holding a funnel over the glass, he pours in the mixture - which collects with all the gloppy appeal of lumpy oatmeal.

PROFESSOR
(a gourmet)
Voi<u>la</u>.

LEONARDO
(disgusted)
Is this stuff gonna work?

DONATELLO
We won't really know until we spray those guys.

PROFESSOR
(clearing throat)
Well... actually...

RAPHAEL
Well, "actually" what?

PROFESSOR
I'm afraid ingestion is the only course.

LEO, RAPH, DON, KENO
Huh?

MICHAELANGELO
(a spark; mouth full of pizza)
You mean they have to <u>eat</u> it?

The others look at Mike.

PROFESSOR
Affirmati...
(off Mike's glare)
Uh... yo. My man.

This isn't received as happy news.

LEONARDO
Great.
(re: smell)
<u>That</u> should be easy.

(CONTINUED)

65 CONTINUED: 65

RAPHAEL
Any ideas?

DONATELLO
(thinking cap on)
Well, we could solidify it in ice cube trays...

A moment of silence passes while they all continue to think.

MICHAELANGELO
Well, I got an idea.

And as the others look at him dubiously

CUT TO:

66 EXT. CONSTRUCTION SITE - (THAT) NIGHT 66

where the Turtles approach the steel-girder skeleton of a building under construction.

DONATELLO
(to Mike)
You think it'll work?

MICHAELANGELO
(obviously)
Is, like, Schwartzenegger hard to spell?

They stop in an open dirt area before the building, taking in their surroundings.

DONATELLO
Pretty quiet...

RAPHAEL
(calling loudly)
Shredder!!

DONATELLO
(startled; sarcastic)
Gee, thanks, Raph - I may never have the hiccups again...

He is interrupted by the distinct CLUNK of a circuit breaker being closed - as LIGHTS pour onto the construction area.

And from around one of the second story girders

(CONTINUED)

66 CONTINUED: 66

THE SHREDDER

appears.

SHREDDER
Welcome.

A hoard of

THE FOOT

now takes up viewing positions on girders, dirt mounds, and the stacks of construction materials that surround the Turtles.

Then

TOKKA AND RAHZAR

appear. They face off against the Turtles. It's as if they were suddenly gladiators in an arena, surrounded by spectators.

MICHAELANGELO
Whoa, all we need now is Wide World of Sports and a blimp...

The Shredder looks down on the combatants, removing the T.G.R.I. cannister from beneath his robes.

SHREDDER
(taunting them)
How ironic. The very thing that was your making, will now be your undoing... Tokka, Rahzar...
(sinister)
Let the games begin...

LEONARDO
Wait!

He raises a hand, and Michaelangelo steps up with a pinkish box.

LEONARDO
First, we should observe the ancient ritual of... the... traditional pre-fight doughnut.

The Shredder is speechless as Michaelangelo opens the box and exposes a dozen doughnuts. He and Leo hurry toward Tokka and Rahzar.

(CONTINUED)

66 CONTINUED: 66

LEONARDO
(sotto, to Mike)
Why did I let you talk me into...?

MICHAELANGELO
Hey, give it a chance.

They arrive before the mutants, and, sure enough, Rahzar happily selects a doughnut, which encourages Leo and Mike.

RAHZAR
Mmmmmm...

SHREDDER
Wait...!

Rahzar continues raising the doughnut to his mouth. But just before he pops it in, he gets a whiff of something that crinkles his nose. Squeezing the doughnut, he sniffs and then observes a brown cube in the middle. Angered, the mutant slaps the box from Mike's hands, then picks the Turtle up under the arms. Tokka does the same with Leo.

SHREDDER
Kill them!

LEONARDO
I knew it, I knew it wouldn't work...

MICHAELANGELO
(being squeezed)
Yeah... should've brought muffins.

And with that, the mutants hurl Leo and Mike backwards:

LEO AND MIKE
(flying)
Ahhhhh...!

where they CRASH into Don and Raph, landing in a clump. The mutants approach the already aching Turtles.

LEONARDO
Plan B?

RAPHAEL
(sarcastic)
Oh, no - let's try that doughnut thing again.

LEONARDO
Mount up!

(CONTINUED)

66 CONTINUED: 66

The mutants immediately begin to feel the effects. They slow down. They wobble slightly.

DONATELLO
It's working!

Tokka and Rahzar finally stiffen, standing erect. They look as if they're about to topple.

LEONARDO
Here they go...!

But the mutants simply open their mouths and let out a thunderous, stereophonic:

TOKKA, RAHZAR
(burping)
URRRP!!! *

The mutants pat their stomachs, then start snarling and snapping again, ready to attack.

MICHAELANGELO
Man, ugly and impolite! *

RAPHAEL
Wait a minute - that's it?

No one has time to respond, for Tokka and Rahzar charge forward, attacking the Turtles.

RAPHAEL
Now what? We don't have a Plan C!

LEONARDO
Improvise!

RAPHAEL
I knew we shouldn't have trusted that Professor guy!

The Turtles begin using items around the construction site to slow down the onslaught of Tokka and Rahzar. They beat a hasty retreat to the perimeter of the site, located on the docks of New York City.

But the beasts are just too strong, and a quick toss by Rahzar sends

RAPHAEL

flying through the air:

(CONTINUED)

66 CONTINUED 66

RAPHAEL
Ahhhhh...!

until he finally CRASHES down near a sign identifying the building next door as "The Dockside Club".

And as the fight draws closer to the club

CUT TO:

67 INT. DOCKSIDE CLUB - NIGHT 67

a fair-sized music club, where the audience is presently enjoying a performance of RAP MUSIC up on stage.

But the MUSIC is soon interrupted by

LEO AND RAPH

who both come CRASHING through a set of doors at once, landing in the main hall. The audience is surprised, but no one panics. The MUSIC continues to play.

AUDIENCE MAN
Man, check out those costumes.
(to his date)
I love this place.

Leo and Raph both clear the cobwebs from their heads.

RAPHAEL
I think we're wearin' `im down...

Tokka, not looking a bit worn down, enters the hall after them.

LEONARDO
Yeah... Definitely...

And while they deal with their little problem

MIKE AND DON

come CRASHING into the hall from the opposite side, followed by Rahzar.

MICHAELANGELO
(likes the place)
Hey, check it out - this place is rockin'!

DONATELLO
Great. Now we can get pulverized to a beat...

(CONTINUED)

67 CONTINUED: 67

And while they take on Rahzar

A PROMOTER

backstage peeks through the wings at the increasing bedlam outside. He turns to an AIDE, whose lot in life seems to be starting sentences that are quickly cut off by the Promoter. *

PROMOTER
Hey, what is this? I didn't order any extras. Did you order any extras? Where'd the extras come from? Get me a phone...

Meanwhile

THE PROFESSOR

appears at the front door just as Rahzar prepares to throw a chair at Mike. Donatello spots him. *

DONATELLO *
Professor...!

PROFESSOR *
(to Don)
It would appear the anti-mutagen has been somewhat ineffective...

The chair comes flying through the air, and Michaelangelo ducks - leaving the Professor in its line of flight. But Donatello tackles the Professor just before it hits.

DONATELLO
Just the man I wanted to see...

And as they crawl for cover

LEO AND RAPH

continue to take the worst of it from Tokka, who periodically bites through the objects they hold up in their defense.

LEONARDO
Well, there is one bright side to this!

RAPHAEL
What's that?

(CONTINUED)

67 CONTINUED: 67

LEONARDO
It can't get any worse!

And off his words.

TATSU AND THE FOOT

begin pouring into the hall.

RAPHAEL
You know, Leo, you should get a job on Wall Street!

The Audience Man once again turns to his date:

AUDIENCE MAN
(enjoying it all)
Man, did we ever pick the night to come, huh?

And while the Turtles meet the new challenge of the Foot, and Pandemonium really begins to reign

DON AND THE PROFESSOR

huddle down behind a bar area.

PROFESSOR
Hmm, bad. Very bad. Carbon Dioxide is essential to the anti-mutagenic process. Their burping probably retarded the reaction...

DONATELLO
Well, isn't there any way to speed it back up?

PROFESSOR
The re-introduction of CO2 could act as a catalyst. The problem is finding a ready supply...

The Professor and Donatello both put on their thinking caps. And as they simultaneously spot a couple bottles of * seltzer water

CUT TO:

68 INT. SUBWAY DEN - NIGHT 68

where Keno sits with Splinter, meditating. A few moments pass. Then, the boy explodes:

(CONTINUED)

68 CONTINUED: 68

KENO
I can't take this anymore! We should be out there with the guys...!

SPLINTER
No. You have youth. I have experience. But only those who now fight have both.

KENO
But I can fight...!

SPLINTER
They fight because they must. But it is the last choice of the true ninja. Used unwisely, it becomes a double-edged sword...

KENO
Look, I know you're trying to help, but... you can't keep me here, you know.

SPLINTER
No. I can't.

And as they look at each other for a long beat

CUT TO:

69 INT. DOCKSIDE CLUB - NIGHT 69

where bedlam continues to reign: The Turtles keep the pesky Foot at bay while battling their real problem, Tokka and Rahzar, now fighting back to back. Leo looks down at the seltzer bottle he's holding, then shouts to Donatello, holding another bottle.

LEONARDO
You sure about this, Donnie?

DONATELLO
Just do it! Mike, Raph - now!

Mike and Raph each jump up on the back of one of the mutants, who start bucking like wild horses.

MICHAELANGELO
Hi-oh, Silver!

Don and Leo then proceed to fire their 'weapons', getting as much seltzer on their brothers as on the mutants.

69 CONTINUED: 69

RAPHAEL
Hey! Hold on, Leo! Hold on, will ya?

(CONTINUED)

69 CONTINUED 69

MICHAELANGELO
(hit by seltzer)
God, my life has become a Three Stooges short!

Mike and Raph finally accomplish what they've been trying to do all along - pry open the mouths of Tokka and Rahzar long enough for Don and Leo to shoot inside. Don and Leo fire, and the mutants are not too happy about it. With an angry surge, they throw Mike and Raph from their backs, sending them flying. It looks like Leo and Don are next. And the mutants have never looked quite so vicious.

LEONARDO
What now, Donnie? Beer nuts?

DONATELLO
I don't get it. It should have worked...

But as the mutants step forward, something stops them. Something internal. They grab at their stomachs.

RAHZAR
Tummy...

TOKKA
Ache...

They stiffen, just as they did before the burp. Only this time, the reaction takes effect - and the two mutants fall over backwards into the waiting arms of Mike and Raph, who struggle to lower them semi-gently. Mike is more successful, using his body to cushion the fall, while Raph gives up and lets Tokka CRASH to the floor.

MICHAELANGELO
(unwedging himself)
These dudes are copping major Z's.

Leo looks around at the remaining Foot, closing in. He jauntily adjusts his mask.

LEONARDO
Good. Now let's have some fun...

The Turtles confidently meet the attacking Foot. A few people in the audience even start to applaud, while

THE PROMOTER

(CONTINUED)

69 CONTINUED: 69

still watching from the wings, takes a telephone from his aide.

PROMOTER
About time. We got the number for the police? Forget it, I'll just...
(hears the applause)
Wait a minute. They like it. They like it? Hold this...

And as he returns the phone to his aide, trying to decide what to do

THE TURTLES AND FOOT

bring their fight closer and closer to the stage, eventually spilling onto it.

There, a young Rap group, seeing the Promoter motion to continue, valiantly keeps the music going while the fight rages about them. The Musician behind the synthesizer ducks under the SWOOP of an errant weapon, accidentally hitting the "Record" button of his instrument. But when he straightens up and the sound plays back, he's intrigued. He's able to integrate the synthesized SWOOP sound into the rhythm of the song.

And when Michaelangelo passes by yelling

MICHAELANGELO
Cowabunga!

the Musician records the sound and plays it back as "C-C-C-Cowabunga, Cowa-Cowa-bunga". He looks at the young female lead Rapper, JACK, who begins to play along with the lyrics, tentatively describing what she sees - going with the flow:

JACK
(rapping)
"Well, it looks kinda weird,
but it's plain t'be seen,
the bad guys wear black,
and the good guys <u>be</u> green!"

Jack continues to play with the lyrics while the Musician continues to synthesize sounds of the fight. And as the music and fighting begin to blend together through the magic of the synthesizer - "Ninja Rap" is born!

(CONTINUED)

69 CONTINUED 69

And while it is, the Turtles make short work of the Foot up on stage. The audience loves it. And the Turtles are enjoying themselves so much that they're even beginning to time their moves to the music. A few FLASH BULBS go off.

Finally, as the song builds to its climax, only Tatsu remains. He's somewhat of a thorn, but the Turtles are getting almost cocky by now. They belt him around in time to the music, and when it ends with the shout

JACK, AUDIENCE
Ninja Rap!

Leo and Raph both stand centerstage and give Tatsu a classic backfist to the face. The Ninja bulldog stands stunned, then topples forward like a Douglas fir. The crowd CHEERS.

AUDIENCE MAN *
This is hot! This is hot!

RAPHAEL
(to the audience)
Show's over, folks. *

MICHAELANGELO
(ala Arsenio
Hall)
If you liked what you saw, *
ladies and gentlemen, give it
up for the Turtles, come on,
give it up!

But the show's not over.

THE SHREDDER

makes his own entrance, knocking down one of the huge * speakers up on stage and revealing himself behind it.

SHREDDER
(menacing) *
We're not through yet.

The Turtles face their final nemesis. *

DONATELLO
Save yourself the trouble, *
Shredder. It's all over.

SHREDDER
The battle is yours. But the
war is far from over. Not so
long as I possess... this.

(CONTINUED)

69 CONTINUED: 69

He removes the ooze cannister from beneath his robes.

AUDIENCE MAN
(excited)
Can you believe it - and a play!
(to his date)
Wanna come back next Friday?

The Turtles close in on the Shredder.

RAPHAEL
Hand it over, Shredder.

SHREDDER
Of course. In small doses. Through future mutants.

The Turtles continue to close.

LEONARDO
You'll have to get through us first...

SHREDDER
A pleasure...

The Turtles close in on the apparently disadvantaged Shredder. But just as they tense to attack

KENO

BURSTS in through a nearby door, ready for action:

KENO
Hold on, guys, I'm comin'...!

RAPHAEL
Keno, no...!

But Raphael's warning is too late. Keno's leap up on stage is enough to foil the Turtles' methodical plan of attack, allowing the Shredder to flatten both the distracted Raphael and Keno before the other Turtles can charge into action.

Leo and Mike try to contain the Shredder while Don targets the cannister, but it falls to the stage in the struggle, rolling down the stage stairs to the floor, where

THE CANNISTER

continues to roll and roll, past tables and past legs, until it rolls to a stop against a shoe that belongs to

(CONTINUED)

69 CONTINUED: 69

THE PROFESSOR

who picks it up and looks at the Turtles:

PROFESSOR
Farewell, my friends...

He stashes the cannister under his coat, and - with an enigmatic smile - exits the club. Meanwhile

THE SHREDDER *

frees himself momentarily from the Turtles' grasp with a final, desperate surge of power, and scanning the stage for some means of escape, grabs hold of Jack.

The Turtles freeze.

KENO
(realizing what he's done)
Hey...!

SHREDDER
Back!

He threatens the girl with some of his ninja armour, and the Turtles circle cautiously, Leo and Raph below the stage, Don and Mike upon it.

AUDIENCE MAN
(encouraging others to join the fun)
Oh, booooo! Hissss! Booo...!

RAPHAEL
You're not going anywhere, Shredder.

Up on stage, behind them, Donatello notes that the Shredder and Jack are standing in front of a mammoth speaker. The Turtle surreptitiously places his hand on the power dial of an amplifier.

SHREDDER
On the contrary, we're going somewhere. And if you try to stop us, I'll cover her with this...

He pulls out a small vial of green glowing ooze from under his robes, shocking the Turtles. Meanwhile, Donnie gets the attention of Mike, who picks up an electric guitar.

(CONTINUED)

69 CONTINUED 69

SHREDDER
Did you think I would be so foolish as to keep it all in one place?

LEONARDO
Well... sort of...

Donatello signals to Keno, indicating Jack.

SHREDDER
(threatening Jack with the ooze)
Back away. Now...

Leo and Raph have no choice. They start backing away. But on Donnie's signal

DONATELLO
Go!

three things happen almost at once: Donatello cranks the power on the amplifier up to the red zone, causing a momentary POWER HUM; Keno makes a flying leap at Jack, pulling her out of the startled Shredder's hands; and Michaelangelo raises his pick, stroking

A MASSIVE E CHORD *

on the electric guitar - which literally blows the villain away, for

THE SPEAKER EXPLODES

and

THE SHREDDER

goes flying through the air, CRASHING through one of the windows opposite the stage, and landing with a SPLASH in the water beyond the docks outside.

MICHAELANGELO *
(with guitar)
Rock an' roll!!

LEONARDO *
Let's go!

The Turtles take off after the Shredder, stopping to note what remains of

TOKKA AND RAHZAR

(CONTINUED)

69 CONTINUED: 69

who have reverted back to a normal-sized snapping turtle and wolf, twitching gently in their sleep.

DONATELLO
Look!

Michaelangelo removes an extra anti-mutagen cube from his belt.

MICHAELANGELO
Whoa - we could make a <u>fortune</u> in the diet biz...

Leo backhands him, and the Turtles exit. Meanwhile

KENO AND JACK

sit up on the floor where they landed. Keno looks truly shaken. Jack is a little more vocal.

JACK
Man, who <u>are</u> you, bargin' in here yellin' an' screamin' like the kung-fu goddess of...
(noticing his jitters)
Hey, you okay?

KENO
Yeah, I'm okay. You?

JACK
(gentler)
Yeah, I'm okay, man. You pulled me out of the way, remember?

KENO
Yeah, and I almost got you... I'm... sorry...

JACK
(forget it)
Hey...
(offering hand)
Name's Jack.

KENO
You mean like in Jackie?

JACK
I mean like in <u>Jack</u>.

(CONTINUED)

69 CONTINUED: 69

KENO
(smiling)
Keno.
(takes hand)
You like pizza?

And as they discover one another

CUT TO:

70 EXT. DOCKS - NIGHT 70

where the Turtles look for signs of the Shredder, peering down at the water.

LEONARDO
Anything?

DONATELLO
Ungh-uh.

MICHAELANGELO
Well, dudes, I'd say that was pretty much a wrap!

MUSIC UP: CELEBRATORY, LIKE AT THE END OF A MOVIE.

MICHAELANGELO
(holding up hand to Raphael; politely)
Cowabunga?

RAPHAEL
Cowabunga!

They 'high three', and the other Turtles follow suit, with enthusiastic high threes and "Cowabunga!"s all around. There's only one problem:

A SHADOW

an <u>enormous</u> shadow, has begun to rise out of the water behind them. Eventually, it falls over them, stopping their celebration, until it covers them <u>and</u> a substantial part of the dock. A long beat goes by. Then:

THE TURTLES
Uh-ohhh...

And when they turn, they confront their final obstacle:

THE MUTATED SUPERSHREDDER

(CONTINUED)

70 CONTINUED: 70

who has arisen, mutated, from the waters. His clothing and armour is torn and split, barely hanging onto his bulging, hairy, hulk of a body.

RAPHAEL
Ho-ly...

LEONARDO
That last vial of ooze...!

Donatello looks at one of his anti-mutagen cubes, then tosses it aside:

DONATELLO
An' that was the pure stuff...

RAPHAEL
(setting himself)
Well, he may be bigger...

LEONARDO
But we've got the speed! All at once...!

The Turtles attack, but the SuperShredder's skills haven't been slowed by his mutation. He quickly and deftly repels all four Turtles, knocking them down.

RAPHAEL
Aw, come on - big and fast?

DONATELLO
Isn't there some sort of... "rule" against that?

The SuperShredder picks up a steel girder - for the dock is covered with equipment and supplies from the nearby construction site. He begins swinging at the Turtles, taking out manhole-sized chunks of the dock in the process.

Michaelangelo manages to deliver a series of nunchuck blows to the SuperShredder's back - that have absolutely no effect whatsoever. The SuperShredder turns with his girder. Mike looks down at his chucks in comparison.

MICHAELANGELO
(re: futility)
Yeah, right.

The SuperShredder swings - knocking Mike off the end of the dock to the ground (additional jutting dock structure) a distance below:

MICHAELANGELO
Ahhh...!

(CONTINUED)

70 CONTINUED: 70

THUNK! Leo, Don, and Raph quickly follow. THUNK, THUNK, THUNK! The SuperShredder immediately starts climbing down the dock structure after them.

LEONARDO
Any ideas?

MICHAELANGELO
(looking out to sea)
How far is it to England?

The Turtles instead head inland, crawling onto the floor underneath the dock. It's a maze of crisscrossing wooden support structures, with the light filtering down from above through the cracks and newly created holes in the dock.

But the Turtles have little time to take stock of their situation, as the SuperShredder appears and swings a spiked forearm at Leo. Leo ducks at the last second, and the arm CRASHES through a wooden support pole.

The pattern continues as the Turtles retreat farther and farther back, dodging the SuperShredder's blows, which CRASH through and destroy more of the understructure of the dock. Finally, a noticeable CREAKING can be discerned. Donatello looks up.

DONATELLO
This isn't gonna take much more of this! Not with all that stuff up top!

LEONARDO
Shredder! Listen to me! You'll kill us all!

For the first time, the SuperShredder pauses in his path of destruction. A smile actually forms through a rent in his helmet.

SUPERSHREDDER
(his voice ghastly)
Then so be it.

He continues his savage thrashing, and the CREAKING of the dock is joined by sounds of SPLINTERING and CRACKING.

(CONTINUED)

70 CONTINUED: 70

Suddenly, a huge CEMENT MIXER breaks through the weakened dock above, plunging down and CRASHING through the floor between the Turtles and the SuperShredder, then SPLASHING into the water below. The SPLINTERING and CRACKING above now increases to a horrible pitch. The collapse of the dock is imminent.

RAPHAEL
It's comin' down!

MICHAELANGELO
We're pancakes!

LEONARDO
No!

Leo looks at the hole created by the cement mixer and shouts to his brothers. All the while, the SuperShredder continues his destructive advance.

LEONARDO
The true Ninja is a master of his environment and himself! Don't forget...

Supports now begin to SPLIT and CRASH on their own. The end is very near.

LEONARDO
...we're turtles!!

And as Leo makes a flying headlong leap at the hole, a TREMENDOUS CRACK announces that

THE DOCK

has finally given way. With a THUNDEROUS ROAR, the platform and the tons of construction material upon it comes CRASHING down, raining debris and undoubtedly crushing anything in its path.

Finally, the debris begins to SETTLE: Dock structure, girders, equipment, bricks - all in a jumble. Nothing could have survived the collapse.

A few moments pass. Then, a few more. And just as all seems lost, in the water beyond the collapsed dock

FOUR TURTLE SHELLS

begin to bob up to the surface, one by one! They move toward the edge of the rubble, where

THE FOUR TURTLES

(CONTINUED)

alive and well, pull themselves up on their elbows, breathing hard. They survey the wreckage before them.

MICHAELANGELO
I've said it before, I'll say it again...

LEO, RAPH, DON, MIKE
(too stunned to be passionate)
God, I love being a turtle...

They pull themselves up and stand on the rubble.

RAPHAEL
Too bad the Shredder can't say the same.

DONATELLO
(pointing)
Look!

MICHAELANGELO
It... it can't be!

RAPHAEL
Nobody could've survived that...!

But in the midst of the wreckage, a pile of bricks starts to tremble - and an arm with bent ninja spikes begins to rise out of the rubble, just like at the landfill.

But this time, the hand falters - and goes limp. The Shredder <u>is</u> dead.

LEONARDO
(somber)
...not even the Shredder.

And as the Turtles look respectfully down

CUT TO:

71 INT. SUBWAY DEN - (THE NEXT) NIGHT 71

ON THE TV

where April wraps up an in-studio report with the familiar T.G.R.I. logo superimposed on the screen beside her.

(CONTINUED)

71 CONTINUED: 71

APRIL (V.O.)
...and in a bizarre final note to the mysterious disappearance of T.G.R.I., this message was delivered to the station earlier today...
(reading)
"To Leonardo, Donatello, Michaelangelo, and Raphael: Thanks for your help. Dudes. Signed, Professor Jordon Perry."
(sly grin)
Of course, we can only guess at its meaning. And now this...

72 THE TV CLICKS OFF, and 72

SPLINTER

puts down the remote control, turning at the sound of

THE TEENAGE MUTANT NINJA TURTLES

who playfully come down the rope ladder, still congratulating themselves on a job well done.

LEONARDO
Bodacious!

RAPHAEL
Hellacious!

DONATELLO
Uhhh, spacious!

Leo and Raph stop to look at Donnie.

MICHAELANGELO
"Cowabunga" says it all, dudes.

In agreement, they exchange "Cowabunga"s while low and high threeing. They approach Splinter, who quietly looks at a newspaper.

RAPHAEL
We're ho-ome!

They gather around their master.

SPLINTER
Were you seen?

(CONTINUED)

72 CONTINUED 72

LEONARDO
Of course not, Master Splinter.

DONATELLO
We practice Ninja...

MICHAELANGELO
...the art of invisibility.

Splinter turns the newspaper around, showing them

A LARGE PHOTO

of the Turtles up on stage at the Dockside Club, with the headline: "Ninja Rap is born!"

SPLINTER
Practice harder.

MUSIC UP: END TITLES

The Turtles GROAN, then resignedly form a line in front of the master.

And as they begin turning good-natured backflips:

THE TURTLES
(smiling)
One... two... three...

FADE OUT:

THE END